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BY-LAWS
OF
ALACHUA COUNTY FARMERS' MARKET, INC.
A NOT-FOR-PROFIT FLORIDA CORPORATION

EFFECTIVE 8 JANUARY 2000

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ARTICLE I - NAME

The name of this Corporation is Alachua County Farmers’ Market, Inc. and it is sometimes referred to herein as the "Corporation." The street address of the principal office of the Corporation is 5920 NW 13th Street, Gainesville, FL 32653; the mailing address of the Corporation is 5920 NW 13th Street, Gainesville, FL 32653.

ARTICLE II - PURPOSES

1. The purposes for which the Corporation is formed are those set forth in the Articles of Incorporation, as may from time to time be amended, namely:
 - a. To own, manage, control, operate, govern, reconstruct, repair, and lease existing farmers markets and related support facilities, which may be constructed.
 - b. To establish and operate a farmers market for the purpose of furnishing a facility for marketing seller grown vegetables, fruit, flowers, herbs, nuts, honey, plants, berries, mushrooms, cut flowers and trees.
 - c. To carry on any educational or other activities relating to the use of Florida farm products and to promote the general welfare of the citizens of the State of Florida.
 - d. To participate in any activity designed and carried on to promote the use of farm products by citizens of the State of Florida.
 - e. To promote and carry on research related to farmers’ market development.
 - f. To solicit and receive funds, endowments, donations, devises and bequest.
 - g. To lease or purchase land or lands, building or buildings, and purchase and construct buildings for the purposes in connection with the activities of the Corporation, including, but not limited to, farmers markets and other related business activity.
 - h. To exercise all the powers pursuant to Chapter 617.0302 Florida Statutes, as that statute now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in the furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.
2. It is hereby provided that said purposes are not intended to limit or restrict in any manner the powers or purposes of this Corporation to any extent permitted by law, nor shall the expression of one thing be deemed to exclude another although it be of like nature.
3. This Corporation is organized pursuant to Chapter 617, Florida Statutes.

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4. The purposes of the Corporation are promoted through the farmers market and other related facilities as they exist or may be constructed in the future, and are governed and qualified by the basic policies set forth in Article III of these By-laws.

ARTICLE III - BASIC POLICIES

1. The Corporation shall be nonsectarian, nonpartisan, and not-for-profit.
2. No person shall be denied access to services by the Corporation because of race, creed, age, sex, nationality or religious belief.
3. The Corporation shall be an Equal Opportunity employer.

ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS

1. Any natural person, who is interested in and supportive of the objects and purposes of this Corporation may apply for membership.
2. Regular (voting) Members (hereafter "Members") shall be defined as persons who pay Membership Dues, pay the Annual Assigned or Unassigned Market Selling Space Fee, and pay the Annual Inspection Fee set by the Corporation. A Member shall either be the person legally responsible for an agricultural operation or their designated individual. Membership shall be for a period of one (1) year. All Members shall be entitled to one vote at any meeting of the membership at which he or she is present. Regular (voting) Members shall include any person elected by a majority of the membership to serve on the Board of Directors and shall have full rights and responsibilities of a Regular (voting) member during their entire term served on the Board of Directors.
3. The membership shall have a broad representation of a cross section of the communities the Corporation serves and be limited to those of ages above eighteen. Affiliate (non-voting) membership shall be available for a minimum annual contribution as determined by the Corporation. Affiliate membership shall be for a period of one (1) year.
4. Application for membership shall be made upon forms approved by the Corporation and filed with the Corporation.
5. Upon membership approved by the Board of Directors (B.O.D.) and Chief Operations Officer (C.O.O.) of the Corporation and payment of the Annual Membership Fees, Annual Assigned or Unassigned Market Selling Space Fee, and the Annual Inspection Fee, the Secretary of the Corporation shall cause to be issued a card for a one-year membership to each member.
6. Those members present at a properly called meeting with a valid membership card approved thirty (30) days prior to the meeting shall be entitled to one vote on any particular issue or matter brought before the membership. Voting by absentee ballot may be granted due to

1 hospitalization, death in the immediate family or sequestered jury duty. Voting by proxy is
2 prohibited.

3
4 7. Memberships are not transferable.

5
6 8. The Board of Directors, by a two-thirds (2/3) vote of the entire Board of Directors, shall
7 terminate and cancel the membership of any person who fails to pay any dues or fees, or any
8 person who within a five (5) year period has been disciplined with a loss of selling privileges on
9 three (3) or more separate occasions during said five (5) year period. Provided, however,
10 before any action of the Board of Directors set forth in the preceding sentence shall take place,
11 the Board of Directors shall provide said member with written notice of intent to terminate and
12 cancel membership and shall, in said written notice, provide said member with a date and time
13 to appear before the Board of Directors for an opportunity to be heard on the matter of
14 termination and cancellation of membership. All rights and privileges of a member cease upon
15 termination of membership. Any action of the Board of Directors set forth in this Section of this
16 Article IV shall be taken at a meeting at which a quorum of the Board of Directors attend or
17 participate by telephone or other means of simultaneous communication. No action of the
18 Board of Directors set forth in this Section of this Article shall be taken by Directors without a
19 meeting.

20
21 9. The Board of Directors, by a two-thirds (2/3) vote of the entire Board of Directors may refuse to
22 renew the membership of any member who has:

23
24 a. received three (3) or more written Letters of Reprimand as described in Chapter IX, A. of
25 the Market Rules and Regulations, or

26
27 b. received two (2) or more written Letters of Reprimand as described in Chapter IX, A. of the
28 Market Rules and Regulations and, in addition, has received one (1) actual suspension of
29 selling privileges as described in Chapter IX, E. of the Market Rules and Regulations.

30
31 Provided, however, before any action of the Board of Directors set forth in the preceding
32 sentence shall take place, the Board of Directors shall provide said member with written notice
33 of intent to refuse renewal of membership and shall, in said written notice, provide said
34 member with a date and time to appear before the Board of Directors for an opportunity to be
35 heard on the matter of refusal to renew membership. All rights and privileges of a member
36 cease upon termination of membership. Any action of the Board of Directors set forth in this
37 Section of this Article IV shall be taken at a meeting at which a quorum of the Board of
38 Directors attend or participate by telephone or other means of simultaneous communication.
39 No action of the Board of Directors set forth in this Section of this Article shall be taken by
40 Directors without a meeting.

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42 **ARTICLE V - MEETINGS**

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44 1. An annual meeting of the membership shall be held each year on the third (3rd) Thursday in
45 October, for the purpose of electing Directors, reporting on the affairs of the Corporation, and
46 transacting all such business as may properly come before the meeting.

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2. Special meetings of Members for any purpose may be called by the Chairman of the B.O.D., by a majority of a quorum of the B.O.D. or shall be called upon a written request signed by a minimum of twenty five percent (25%) of the Members of the Corporation. Such written request shall state in detail the purpose of the meeting.
3. All meetings of Members shall be held at the principal office of the Corporation or at such other place as may be determined by the B.O.D.
4. Notice of the time and place of the annual meeting of the Members shall be given in writing and mailed not less than thirty (30) days nor more than sixty (60) days before the annual meeting. Notice of any special meeting of Members shall designate the time and place of the meeting and shall state in detail the purpose of the meeting.
5. Twenty-five (25) percent of the Members shall constitute a quorum for any meeting of members.
6. The Chairman of the B.O.D. shall preside at all meetings of the Membership and in his or her absence the Vice-Chairman. The person presiding at any meeting of members shall have the power to determine the procedure for taking and counting votes, the procedure for the conduct of such meetings, and the procedure for resolving any questions, which may be raised at such meetings.

ARTICLE VI - BOARD OF DIRECTORS

1. The B.O.D. shall be comprised of not less than five (5) members.
2. The Directors shall serve three year staggered terms. At the annual meeting, the Members of the Corporation shall elect members to fill the expected vacancies on the B.O.D. Directors may serve no more than two (2) consecutive terms as a director but will be eligible to serve additional terms upon one year absence from the B.O.D.
3. All Directors must exhibit the desire, time, interest and ability to govern the affairs of the Corporation in the best interest of the Corporation. The B.O.D. will contain at least fifty (50) percent growers. If an affiliate member becomes a Director, membership fees shall be waived for their term of office.
4. Regular meetings of the B.O.D. shall be held, as determined from time to time by the B.O.D., at a time and place to be fixed by the B.O.D. A quorum shall consist of greater than fifty (50) percent of the elected directors. Directors are expected to attend all B.O.D. meetings and the meetings of the committees to which they have been appointed. The Chairman of the B.O.D. may grant excused absences for good and sufficient cause. The Secretary of the B.O.D. shall maintain attendance records and the minutes of all B.O.D. meetings. If a director misses more than two consecutive meetings or more than twenty-five (25) percent of the meetings without

- 1 an excused absence in a twelve-month period, he/she may be removed by a majority vote of
2 the B.O.D.
3
- 4 5. Notice of the time and place of any meeting of the B.O.D., except scheduled meetings, shall be
5 given in person, via telephone or in writing to each director not less than twenty-four (24) hours
6 in advance of such meeting. Notice of the postponement of any scheduled regular meeting
7 shall be given via telephone or in writing to each director not less than twelve (12) hours before
8 the scheduled date of such meeting.
9
- 10 6. Each elected director shall be entitled to one vote on any matter before the B.O.D. Voting by
11 proxy shall not be permitted.
12
- 13 7. Except as otherwise provided in Article IV or V, above, any action required or permitted to be
14 taken by the B.O.D. or its Committees under any provision of law, the Articles of Incorporation,
15 or these by-laws may be taken without a meeting of the B.O.D. by the individual or collective
16 consent in writing setting forth the action so taken by a majority of a quorum of the Directors.
17 Such written consents shall be filed with the proceedings of the B.O.D. Such action by written
18 consent shall have the same force and effect as a formal meeting of the Directors. Any
19 certificate or other document filed under law relating to action so taken shall state that the
20 action was taken by written consent of the B.O.D. without a meeting and that the by-laws
21 authorize the directors to so act.
22
- 23 8. Emergency management decisions may be made by telephone poll and ratified at the next
24 B.O.D. meeting.
25
- 26 9. A director who fails to satisfy the requirements of these by-laws may be removed from the
27 B.O.D. by a majority vote of a quorum of the remaining members of the B.O.D. Any director
28 sought to be removed by the B.O.D. shall be given reasonable written notice and an
29 opportunity to be heard regarding the cause or causes stated for his/her removal.
30
- 31 10. Vacancies in elected directorship due to health, death, removal, resignation or an increase in
32 authorized number of directors may be filled by appointment by a majority vote of all of the
33 remaining directors even if the number so remaining is less than a quorum. Any director so
34 appointed shall hold the office for the unexpired portion of the term, and in the case of newly
35 created directorship, until the next election of directors. All appointments must be ratified at
36 the next Membership meeting by a majority vote of a quorum of Members.
37
- 38 11. Any director may resign at any time by giving oral or written notice to the Chairman or
39 Secretary of the Corporation. Such resignations, which will be contingent on formal
40 acceptance, shall take effect on the date of acceptance or at any later time specified therein.
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43 **ARTICLE VII - NOMINATION OF DIRECTORS**

44

- 45 1. There shall be a Nominating Committee appointed by the B.O.D., which shall meet to select a
46 slate of nominees for directorship who must meet the criteria set forth for directors in Article VI
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1 of these by-laws. The slate of nominees must be submitted to the membership not less than
2 fifteen (15) days prior to the annual meetings.

3
4 2. Nominations may also be made from the floor at the annual meeting in keeping with the
5 qualifications set forth in Article VI.
6

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8 **ARTICLE VIII - RESPONSIBILITIES OF DIRECTORS**
9

10 1. Except as otherwise provided by law, by the Articles of Incorporation, or by these by-laws, the
11 B.O.D. shall exercise the powers of the Corporation, conduct its business affairs, and control its
12 property. The B.O.D. is also expressly authorized to make appropriate delegations of authority
13 through management agreements.
14

15 2. The B.O.D. shall assume responsibility for setting goals of the corporation, reviewing and
16 approving the Corporation's operational and strategic plans, and evaluating operational and
17 strategic performance. No acquisitions of divestitures shall occur without prior approval of the
18 B.O.D.
19

20 3. The B.O.D. may employ one individual to manage the everyday affairs of the Corporation
21 under the title of Chief Operations Officer (C.O.O.). The B.O.D. shall ensure that obligations
22 set forth in the contract between the C.O.O. and the Corporation are fulfilled.
23

24 4. The B.O.D. shall establish and annually review job descriptions for employees.
25

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27 **ARTICLE IX - OFFICERS**
28

29 1. The officers of the Corporation shall be Chairman, Vice-Chairman, Secretary, Treasurer, and
30 such officers as may be deemed necessary by the B.O.D. The Chairman and Vice-Chairman,
31 Secretary and Treasurer must be members of the B.O.D. of the Corporation. All officers must
32 be members of the Corporation. They shall be elected for a one-year term at the first meeting
33 of the B.O.D. after the annual membership meeting. Such officers shall perform the duties
34 prescribed from time to time by the B.O.D. as provided for in these by-laws. In the event that
35 an officer is employed under contract by the Corporation to manage its markets, he/she shall be
36 known as the C.O.O. The C.O.O. shall be supervised solely the B.O.D. or Executive and
37 Operations Committee as authorized by the B.O.D.
38

39 2. Any officer may resign at any time by giving oral or written notice to the Chairman or to the
40 Secretary. Such resignations, which will be contingent on formal acceptance, shall take effect
41 on the date of acceptance or at any later time, specified in said notice. The B.O.D., by
42 two-thirds (2/3) majority vote, with or without cause, may remove any elected or appointed
43 officer at any time.
44

45 3. The B.O.D. may fill a vacancy in any office for the unexpired portion of the term.
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1 **ARTICLE X - DUTIES OF THE OFFICERS**

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- 3 1. The Chairman shall preside at all meetings of the regular members and of the B.O.D. and
- 4 perform such other duties as may be prescribed by the B.O.D. from time to time. He/she shall
- 5 also be a member ex-officio of all committees of the Corporation. In the absence of the C.O.O.
- 6 or in the event of his/her death, resignation, or disability, the Chairman may appoint any
- 7 Officer or member of the Corporation to perform in whole, or in part, the duties of the C.O.O.
- 8 until such time as the B.O.D. employs a new C.O.O.
- 9
- 10 2. The Vice-Chairman shall perform such duties as may be assigned to them by the B.O.D. or by
- 11 the Chairman. In the absence of the Chairman or in the event of his disability or inability, the
- 12 Vice-Chairman shall perform the duties of the Chairman with full powers of and subject to the
- 13 restriction on the Chairman. There shall be at least one Vice-Chairman, or any additional
- 14 number of Vice-Chairmen as the B.O.D. determines.
- 15
- 16 3. The Treasurer shall perform all duties instant to the office of Treasurer, except those delegated
- 17 to the C.O.O. by the B.O.D., and such other duties as may from time to time be assigned by the
- 18 B.O.D. The Treasurer shall cause a review of the books of the Corporation, to be made as soon
- 19 as practical after the close of the fiscal year of the Corporation by the Finance Committee and
- 20 to have it reported to the B.O.D.
- 21
- 22 4. The Secretary shall supervise the keeping of the minutes of the meetings of the Corporation and
- 23 the B.O.D. in one or more books provided for that purpose, and shall be responsible for
- 24 supervising all notices that are duly given or required in accordance with the provision of these
- 25 by-laws or as required by law. The Secretary shall supervise the keeping of the register of the
- 26 name and post office address of each director, and in general, shall perform all duties instant to
- 27 the office of the Secretary and such other duties as may from time to time be assigned by the
- 28 B.O.D.
- 29
- 30 5. The C.O.O. shall have the general authority and responsibility to direct, manage and carry on
- 31 the ordinary affairs and operations of the Corporation. These affairs and operations include but
- 32 are not limited to:
- 33
- 34 a. Responsibility for carrying out all policies established by the B.O.D.
- 35
- 36 b. Acting as official custodian of the records and of the Seal of the Corporation and having
- 37 responsibility for affixing the Seal to all documents, the execution of which on the behalf of
- 38 the Corporation, under its Seal, is duly authorized in accordance with the provisions of the
- 39 by-laws.
- 40
- 41 c. Selection, employment, contract and discharge of the employees of the Corporation.
- 42
- 43 d. Enforcement of all rules and regulations that the B.O.D. has deemed necessary and
- 44 desirable for the proper conduct of the ordinary affairs of the Corporation. This includes
- 45 but is not limited to issuing Verbal Warnings and Letters of Reprimand, and Notices of
- 46 Intent to Suspend Selling Privileges as prescribed in the Market Rules and Regulations.
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- e. Attending meetings of the corporation and being an ex-officio member of the B.O.D. and committees as designated by the Chairman of the B.O.D. Serving as the official liaison officer and channel of communications between the B.O.D., the markets and all organizations working for or with the Corporation. Giving all notices in accordance with the provisions of these by-laws as required by law.
 - f. Acting as the duly authorized representative of the B.O.D. in all matters that have not been formally assigned to another person or persons.
 - g. Managing the day-to day operations of the Corporation's Markets.
6. In case of an emergency, volunteers may serve as the acting C.O.O. at the direction of the B.O.D. with duties and responsibilities as determined by the B.O.D.
7. All officers and assistant officers of this Corporation shall deliver to their successors in office all official material of the Corporation not later than ten (10) days following the election of their successors.

ARTICLE XI - CONTRACTS, LOANS, CHECKS, AND DRAFTS

- 1. Contracts: The B.O.D. may authorize any Officer or Agent to enter into any contract or execute and deliver any instrument in the name of and in behalf of the Corporation. Such authority may be general or confined to specific instances.
- 2. Loans: No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by action of the B.O.D. Such authority may be general or confirmed to a specific instance.
- 3. Checks and Drafts: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by two officers or agents of the Corporation and in such manner as shall from time to time be determined by Resolution of the B.O.D.

ARTICLE XII - COMMITTEES

- 1. Except as otherwise provided in the by-laws, all the committees and committee chairmen shall be appointed by the Chairman of the B.O.D., subject to approval of the B.O.D. Committees may be either standing or special. Any person, who is a Member or is associated with the ACFM, Inc. as a Daily Seller as defined under Chapter II, B., of the Market Rules and Regulations or as part of the family of a Member or a Daily Seller is eligible to serve on any committee, except as otherwise provided in the by-laws. Unless specifically designated in the by-laws, all committee members shall serve for a period of one year.

- 1 2. With the exceptions of Executive and Operations and Finance, all committees shall be subject
2 to the general supervision of the C.O.O. in agreement with the B.O.D.
3
- 4 3. Special ad hoc committees may be appointed for any special tasks or as circumstances may
5 warrant, at the discretion of the Chairman of the B.O.D. and B.O.D. They shall limit their
6 activities to that task for which the committee was organized, and will have no authority to act
7 except as specifically conferred upon them by the B.O.D.
8
- 9 4. One-half of the committee members shall constitute a quorum for the carrying out of the
10 committee functions and actions. Each committee shall keep a record of its proceedings and
11 shall appoint a secretary of the committee for that purpose. Any vacancy on the committee
12 may be filled by the Chairman of the B.O.D., subject to the approval by the directors. Each
13 committee will have as a voting member at least one corporation member appointed by the
14 Chairman of the B.O.D.
15
- 16 5. The Chairman of the B.O.D. shall be ex-officio member of all committees.
17
- 18 6. The following standing management committees shall be established as determined by the
19 B.O.D.:
- 20
- 21 a. Executive and Operations Committee: The Executive and Operations Committee shall
22 consist of the Chairman, the Vice-Chairman, the Secretary, the Treasurer and the
23 immediate past Chairman of the B.O.D. When the B.O.D. is not in session, the Executive
24 and Operation Committee shall have and may exercise all the powers of the B.O.D. in the
25 management of the ordinary affairs of the Corporation, but such powers shall be exercised
26 only in conformity with the policies established by the B.O.D. The Executive and
27 Operations Committee shall also have the duty and responsibility to develop and
28 recommend to the B.O.D. necessary or desirable policies relating to the organization and
29 operation of the Corporation to include a biennial review of the Corporation by-laws and
30 revision as necessary. The Committee shall from time to time, formulate and recommend
31 to the B.O.D., policies designed to promote and maintain the good will of patrons in the
32 Corporations' markets; promote and maintain general public interest in and support of the
33 Corporation; recommend the compensation for the C.O.O.; and develop and maintain
34 adequate fund raising support in the community to assist in meeting the capital needs of
35 the Corporation. The Committee may retain legal counsel and institute or accept suits on
36 behalf of the Corporation.
37
- 38 b. Finance Committee: The Finance Committee shall consist of the Treasurer, who shall be
39 the Chairman of the Committee, and not less than three other members of the B.O.D. The
40 Finance Committee shall be responsible for devising ways and means to secure funds for
41 the support of the Corporation; shall attend to all financial interests of the Corporation; and
42 shall report its actions to the B.O.D. at such times as the B.O.D. may direct. The
43 Committee shall advise and counsel the Treasurer in the preparation of the annual budget
44 for submission to the B.O.D. at its last regular meeting before the end of the corporate
45 fiscal year. The balanced budget shall show anticipated receipts, expenses and income for
46 the ensuing fiscal year of the Corporation, and shall be in a form and contain such matters,
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1 as the B.O.D. shall prescribe. The Finance Committee shall review the Books of the
2 Corporation and present its findings to the B.O.D.
3

- 4 c. Planning Committee: The Planning Committee shall recommend a planning process to
5 develop plans through which: areas of need and opportunity are defined and analyzed;
6 general goals related to each need are established; alternative courses of actions are
7 identified and selected; and provision for implementation of the plan of action and
8 evaluation of the effect of the chosen plan are made. The overall plan shall coordinate
9 services with other methods of marketing farm products. Plans to provide or expand a
10 specific service should be developed only when it has been determined that the proposed
11 program represents the most effective available method for improving the market's services
12 to local growers.
13
- 14 d. Growers/ Sellers Committee: This committee of growers who are selling at the Farmers'
15 Market shall be composed of at least ten (10) members and shall meet semi-annually and
16 advise the B.O.D. concerning methods for the espousal of free enterprise in farming,
17 improvements in quality and efficiency, elimination of ineffective methods, promotion of
18 cooperation among growers, the provision of high quality cost-effective customer services
19 and appropriate rules for market participants.
20
- 21 e. Building and Grounds Committee: The Building and Grounds Committee shall consist of
22 five (5) members, one of whom shall be appointed chairman by the Chairman of the
23 B.O.D. The Committee shall keep abreast of developments and trends in the field of
24 farmers markets, and shall coordinate facilities planning with the Planning Committee by
25 determining the physical facilities necessary and desirable to implement the plan. The
26 Committee shall be responsible for overseeing all modifications in the facilities and
27 grounds of the Corporation. Major modifications will be recommended to the B.O.D. for
28 its approval. This committee shall also supervise arrangements for building and grounds
29 maintenance.
30
- 31 f. Additional Committees: The Chairman of the B.O.D., subject to the limitations imposed on
32 his or her authority by the B.O.D., or the B.O.D. itself, may create or abolish additional
33 committees. Additional committees shall discharge such responsibilities as may be
34 assigned to them by the B.O.D.
35
- 36 g. Committee Chairman: The Chairman of each committee shall have the following general
37 duties, responsibilities and powers, together with such others as may be designated from
38 time to time by the B.O.D.
39 (1) Coordinate committee activities.
40 (2) Prepare an agenda for each committee meeting.
41 (3) Preside or designate an alternate to preside at committee meetings.
42 (4) Provide for maintenance of official records of the committee.
43 (5) Report committee activities and recommendations to the B.O.D. at its regular or called
44 meetings.
45 (6) Delegate specific responsibilities among committee members.
46 (7) Appoint members to subcommittees as necessary.
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1 **ARTICLE XIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS**
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3 1. Third Party Suits: To the extent permitted by Florida law from time to time in effect and subject
4 to the provisions of this Article, the Corporation shall indemnify any person who was or is a
5 party to any proceedings (other than an action by or in the right of the Corporation), by reason
6 of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or
7 is or was serving at the request of the Corporation as a director, officer, employee, or agent of
8 another Corporation, partnership, joint venture, trust or other enterprise, against liability
9 incurred in connection with such proceeding, if he acted in good faith and in a manner he
10 reasonably believed to be in or not opposed to the best interest of the Corporation or its
11 members, and, with respect to any criminal action or proceeding, had no reasonable cause to
12 believe his conduct was unlawful. The termination or any proceeding by judgment, order,
13 settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself,
14 create a presumption that the person did not act in good faith and in a manner which he
15 reasonably believed to be in or not opposed to the best interest of the Corporation or its
16 members and, with respect to any criminal action or proceeding, had reasonable cause to
17 believe his conduct was unlawful.
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19 2. Suits by or in Right of the Corporation: To the extent permitted by Florida Law from time to
20 time in effect and subject to the provisions of this Article, the Corporation shall indemnify any
21 person, who was or is a party to any proceeding by or in the right of the Corporation to procure
22 a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or
23 agent of the Corporation, or is or was serving at the request of the Corporation as a director,
24 officer, employee, or agent of any other Corporation as a director, officer, employee, or agent
25 of another corporation, partnership, joint venture, trust or other enterprise., against expenses
26 and amounts paid in settlement not exceeding, in the judgment of the B.O.D., the estimated
27 expenses of litigating the proceeding to conclusion, actually and reasonably incurred in
28 connection with the defense or settlement of such proceeding, including any appeal thereof.
29 Such indemnification shall be authorized if such person acted in good faith and in a manner he
30 reasonably believed to be in or not opposed to the best interest of the Corporation, except that
31 no indemnification shall be made under this subsection in respect to any claim, issue or matter
32 as to which such person shall have been adjudged to be liable unless and only to the extent
33 that the court in which such proceeding was brought, or any other court or competent
34 jurisdiction, shall determine upon application that, despite the adjudication of liability but in
35 the view of all the circumstances of the case, such person is fairly and reasonably entitled to
36 indemnity for such expenses which such court shall deem proper.
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38 3. Indemnification Against Expenses: To the extent that a person who is or was a director, officer,
39 employee or agent of the Corporation or a director, officer, employee or agent of any other
40 corporation, partnership, joint venture, trust or other enterprise with which he/she is or was
41 serving at the request of the Corporation has been successful on the merits or otherwise in
42 defense of any proceeding referred to in Section 1 and/or 2 of this article, or in defense of any
43 claim, issue or matter therein, he/she shall be indemnified against expenses actually and
44 reasonably incurred by him/her in connection therewith.
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- 1 4. Determination that Indemnification is Proper: Any indemnification under Section 1 and/or 2,
2 above (unless ordered by a court), shall be made by the Corporation only upon a determination
3 that indemnification of the person is proper under the circumstances because he has met the
4 applicable standard of conduct set forth in said Section 1 and/or 2, above. Such determination
5 shall be made (1) by the B.O.D. by a majority vote of a quorum consisting of directors who
6 were not parties to such proceeding; or, (2) if such a quorum is not obtainable, or, even if
7 obtainable, by majority of a committee duly designated by the B.O.D. (in which directors who
8 are parties may participate) consisting solely of two or more directors not at the time parties to
9 the proceeding; (3) by independent legal counsel, a: selected by the B.O.D. prescribed in
10 paragraph (1) or the committee prescribed in paragraph (2), or b: if a quorum of the directors
11 cannot be obtained for paragraph (1) and the committee cannot be designated under paragraph
12 (2), selected by a majority vote of the full B.O.D. (in which directors who are parties may
13 participate) or (4) by the members by a majority vote of a quorum consisting of members who
14 are not parties to such proceeding. Evaluation of the reasonableness of expenses and
15 authorization of indemnification shall be made in the same manner as the determination that
16 indemnification is permissible. However, if the determination of permissibility is made by
17 independent legal counsel, persons specified by Section 4.(3), above shall evaluate the
18 reasonableness of expenses and may authorize indemnification.
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- 20 5. Reimbursement of Expenses: Expenses incurred by an officer or director in defending a civil or
21 criminal proceeding may be paid by the Corporation in advance of the final disposition of such
22 proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay
23 such amount if he is ultimately found not to be entitled to indemnification by the Corporation
24 pursuant to this section. Expenses incurred by other employees and agents may be paid in
25 advance upon such terms or conditions that the B.O.D. deems appropriate.
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- 27 6. By-Laws Not Exclusive: The indemnification and advancement of expenses provided pursuant
28 to this section are not exclusive, and a corporation may make any other or further
29 indemnification or advancement of expenses to any of its directors, officers, employees, or
30 agents, under any by-law, agreement, vote of members of disinterested directors, to otherwise,
31 both as to action in his official capacity and as to action in another capacity while holding such
32 office. However, indemnification or advancement of expenses shall not be made, to or on
33 behalf of any director, officer, employee, or agent if a judgment or other final adjudication
34 establishes that his actions, or omissions to act, were material to the cause of action so
35 adjudicated and constitute; (1) a violation of the criminal law, unless the director, officer,
36 employee, or agent had reasonable cause to believe his conduct was lawful or had no
37 reasonable cause to believe his conduct was unlawful; (2) a transaction from which the
38 director, officer, employee, or agent derived an improper personal benefit; or (3) willful
39 misconduct or a conscious disregard for the best interest of the Corporation in proceeding by or
40 in the right of the Corporation to procure a judgment in its favor or in its proceeding by or in
41 the right of the members. The indemnification and advancement of expenses as provided in
42 this section shall continue as, unless otherwise provided when authorized or ratified to a person
43 who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the
44 heirs, executors, and administrators of such person, unless otherwise provided when authorized
45 or ratified.
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- 7. Insurance: The Corporation may purchase and maintain insurance (and pay the entire premium therefore) on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of this Article or under the laws of the State of Florida.
- 8. Servability: The invalidity or unenforceability of any provisions of this Article shall not affect the validity and enforceability of the remaining provisions of this Article.

ARTICLE XIV - CORPORATE SEAL

The B.O.D. may provide for a Corporate Seal in such form and with such inscription as it shall determine, provided such seal shall always contain the words "Corporation, Not-for-Profit."

ARTICLE XV - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Florida's Not-for-Profit Corporation Act, of the Articles of Incorporation, or of these by-laws, a waiver thereof in writing signed by the person, entitled to such notice, whether before or after the same stated therein, shall be deemed equivalent to the giving of such notice where such waiver is permitted by State law. All waivers shall be filed with the corporate records, or shall be made a part of the minutes of the relevant meeting.

ARTICLE XVI - AMENDMENTS

These by-laws may be amended, altered, repealed or adopted by a majority vote of the Members present at a properly called meeting in accordance with Article V, Meetings, of the By-Laws of the Alachua County Farmers' Market, Inc.

ARTICLE XVII - ADOPTION OF BY-LAWS

These by-laws, as revised on 11/17/99, are adopted this 8th day of January 2000 by unanimous consent of the B.O.D. of the Alachua County Farmers' Market, Inc., a Not-for-Profit Corporation.

Revised 1/6/88	Revised 10/15/92	Revised 7/12/99	Revised 10/21/99
Revised 4/15/90	Revised 2/10/98	Revised 9/6/99	Revised 11/17/99
Amended 10/17/02	Amended 3/20/03	Amended 10/11/04	