

**RESTATED AND AMENDED  
BYLAWS  
OF  
MINNESOTA FARMERS' MARKET ASSOCIATION**

This instrument constitutes the Bylaws of Minnesota Farmers Market Association, a Minnesota non-profit Corporation (the "Corporation"), adopted for the purpose of regulating and managing the internal affairs of the Corporation.

**ARTICLE 1  
Offices**

**1.1 Offices.** The registered and principal office of the Corporation shall be at 625 North Robert Street, St. Paul, MN 55107. The Corporation may have offices at such other place or places as the Board of Directors may from time to time determine, whether within or without the State of Minnesota.

**ARTICLE 2  
Members**

**2.1. Classes of Members.** The membership of the Corporation shall consist of the following classes of Members:

- A. Market Member.** A "Market Member" shall be a farmers market located in the State of Minnesota which has at least three (3) vendor stalls and has written internal rules relating to the governance of such Market Member, and set forth the fee structure for the vendors of such Market Member. For the purposes of these Bylaws, a "farmers market" shall mean an association, group or entity that assembles at a defined public location for the purposes of selling their agricultural products directly to consumers. Each potential Market Member shall submit a written application to the Corporation, which may be approved or denied as the Corporation determines in its sole discretion. Market Members shall be required to pay an annual membership fee to the Corporation, as determined from time to time by the Corporation.
- B. Associate Member.** An "Associate Member" shall be any other individual or entity that does not qualify as a Market Member. Each potential Associate Member shall submit a written application to the Corporation, which may be approved or denied as the Corporation determines in its sole discretion. Associate Members shall be required to pay an annual membership fee to the Corporation, as determined from time to time by the Corporation.

Market Members and Associate Members are hereinafter referred to collectively as Members, unless otherwise indicated.

**2.2. Members' Rights/Term of Membership.** Market Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board. Associate Members shall not be entitled to vote on any matter relating to the Corporation. The term of membership for any Member shall be for one (1) calendar year beginning on January 1<sup>st</sup> and ending

on December 31<sup>st</sup> of each year.

**2.3. Resignation of Members.** A Member may resign at any time. The resignation of a Member does not release the Member from any obligations the Member may have to the Corporation for dues, assessments, or fees or charges for goods and services, and any resigning or terminated Member shall not be entitled to a refund of any fees or dues.

**2.4. Termination of Membership.** Membership shall terminate at the end of the term of membership. A Member shall not be expelled or suspended, and a membership may not be terminated or suspended, except for nonpayment of dues or fees, unless the Member is given:

- (a) not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and
- (b) an opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that such proposed expulsion, termination, or suspension.

**2.5. Member Meetings.** Member meetings shall be held as follows:

**2.5.1. Regular Meetings of Members.** Regular meetings of Members shall be held annually, on such day and at such time as the Board of Directors shall determine. The Board of Directors may determine that a regular meeting of the Members shall be held solely by means of remote communication, in accordance with Section 2.5.4 of these Bylaws.

**2.5.2. Members' Right to Call Meetings.** If a regular meeting of Members has not been held during the preceding fifteen (15) months, at least twenty-five percent (25%) of the Market Members may demand a regular meeting of the Members by providing written notice of demand given to the President or the Treasurer of the Corporation. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of Members to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the Corporation.

**2.5.3 Notice.** Notice of all meetings of Members shall be given to every Member at least seven (7) days but not more than sixty (60) days before the date of the meeting, either by mail, postage prepaid, hand-delivered, by facsimile or by electronic communication consented to by the shareholder to whom such notice is given. The notice shall contain the date, time and place of the meeting and, in the case of a special meeting, shall contain a statement of the purpose(s) of the meeting.

**2.5.4. Remote Communication for Member Meetings.** A regular meeting of Members may be held solely by one or more means of remote communication, if notice of the meeting is given to every Market Member, and if the number of Market Members participating in the meeting is sufficient to constitute a quorum at a meeting. A Market Member not physically present in person or by proxy at a regular meeting of Members may, by means of remote communication, participate in a meeting of Members held at a designated place. Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting. In any meeting of Members held solely by

means of remote communication or in any meeting of Members held at a designated place in which one or more Members participate by means of remote communication:

- (a) the Corporation shall implement reasonable measures to verify that each person deemed present and entitled to vote at the meeting by means of remote communication is a Member; and
- (b) the Corporation shall implement reasonable measures to provide each Member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to:
  - (i) read or hear the proceedings of the meeting substantially concurrently with those proceedings;
  - (ii) if allowed by the procedures governing the meeting, have the Member's remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks; and
  - (iii) if otherwise entitled, vote on matters submitted to the Members.

**2.5.5. Notice to Members.** Any notice to Members given by the Corporation by a form of electronic communication consented to by the Member to whom the notice is given is effective when given. The notice is deemed given:

- (1) if by facsimile communication, when directed to a telephone number at which the Member has consented to receive notice;
- (2) if by electronic mail, when directed to an electronic mail address at which the Member has consented to receive notice;
- (3) if by a posting on an electronic network on which the Member has consented to receive notice, together with separate notice to the Member of the specific posting, upon the later of:
  - (a) the posting; and
  - (b) the giving of the separate notice; and
- (4) if by any other form of electronic communication by which the Member has consented to receive notice, when directed to the Member.

Consent by a Member to notice given by electronic communication may be given in writing or by authenticated electronic communication. The Corporation is entitled to rely on any consent so given until revoked by the Member, provided that no revocation affects the validity of any notice given before receipt by the Corporation of revocation of the consent.

**2.5.6. Waiver of Notice.** Waiver of notice by a Member entitled to receive notice of a meeting by means of authenticated electronic communication may be given in writing, orally or by

attendance at the meeting. Participation in a meeting by means of remote communication is a waiver of notice of that meeting, except where the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at the meeting and does not participate in the consideration of the item at that meeting.

**2.6 Quorum for Membership Meeting.** Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of the Members is twenty-five (25%) of the Market Members.

**2.7 Number Required for Action by Members.** Except where a larger portion or number is required by law or these Bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

**2.8. Voting Rights.** All Market Members shall be entitled to one vote on any matter properly presented to the Members. Voting by proxy shall be permitted.

**2.9. Unanimous Written Action.** Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by all of the Market Members. The written action is effective when it has been signed, or consented to by authenticated electronic communication, by all Market Members, unless a different effective time is provided in the written action.

**2.10. Action by Written Ballot.** An action that may be taken at a regular or special meeting of Members may be taken without a meeting if the Corporation mails or delivers a written ballot to every Market Member entitled to vote on the matter. Any action required or permitted to be taken by written ballot may be taken without a meeting by written action signed, or consented to by authenticated electronic communication. A written ballot must: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the Corporation in order to be counted.

### **ARTICLE 3** **Board of Directors**

**3.1. General Powers; Designation.** The business and charitable affairs of the Corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of the Market Members present at a duly held meeting. The Board of Directors shall have primary responsibility for overseeing the activities of this Corporation; engaging in long-range planning for this Corporation; ensuring the mission of this Corporation; and approving the annual budget for this Corporation.

**3.2. Number of Directors.** The Board of Directors shall consist of not less than three (3) individuals, or such other number as shall be established from time to time by resolution of the Board of Directors.

**3.3. Terms of Directors.** Directors shall serve for a term of three (3) years each.

**3.4. Quorum.** At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

**3.5. Number Required for Action by Directors.** Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action. The President shall serve as the Chairman of the Board at each meeting.

**3.6. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act, by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action. As used in these Bylaws, the term "authenticated electronic communication" means any form of communication, not directly involving the physical transmission of paper, that

- (1) creates a record that may be retained, retrieved and reviewed by the recipient of the communication;
- (2) may be directly reproduced in paper form by the recipient through an automated process;
- (3) is delivered to the Corporation's principal place of business or to an officer or agent of the Corporation authorized by the Corporation to receive the communication; and
- (4) sets forth information from which the Corporation can reasonably conclude that the communication was sent by the purported sender.

**3.7. Regular Meetings/Annual Meeting.** The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be at such time and place as may be designated by resolution of the Board of Directors.

**3.8. Special Meetings.** Special meetings of the Board of Directors may be called at any time upon request of the President, or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special

meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

**3.9. Resignation of Directors.** A director may resign at any time by giving written notice to the Secretary of the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective time is specified in the notice.

**3.10. Removal of Directors.** A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director. A Director may be removed by the Board after two (2) consecutive unexcused absences from Board meetings.

**3.11. Vacancies.** In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

**3.12. Proxies.** Neither a director nor a committee member shall appoint a proxy for himself or herself, nor shall he or she vote by proxy.

**3.13. Committees.** The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the Corporation to the extent determined by the Board of Directors.

**3.14. Place of Meetings.** The Board of Directors and any committee thereof may hold their meetings at such places, whether in this state or in any other location, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principal offices of the Corporation.

**3.15. Electronic Meetings.** Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting as required by these Bylaws, and if the number of directors participating in the meeting is sufficient to constitute a quorum at the meeting. A director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting. As used in these Bylaws, "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

**3.16. Notice of Meetings.** Whenever under the provisions of these Bylaws notice is required to be given to any director or other person, it shall be construed to require personal

notice, but such notice may be given:

- (1) when mailed to the director or other person at an address designated as the last known address of the director or person or at the address of the director or person in the corporate records;
- (2) when communicated to the director or other person orally;
- (3) when handed to the director or other person;
- (4) when left at the office of the director or other person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- (5) if the office of the director or other person is closed or if there is no office, when left at the dwelling or usual place of abode of the director or other person with a person of suitable age and discretion residing in the house; or
- (6) when communicated to the director or other person by facsimile, e-mail, or other electronic means, at a facsimile number or e-mail address designated by the director or other person; or
- (7) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

**3.17. Waiver of Notice.** Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

**3.18. Absent Directors.** A Director may give advance written consent or opposition to a proposal to be acted on at a Board meeting. Such, however, does not constitute presence for purpose of determining the existence of a quorum but the consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of the action of the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the Director has consented or objected.

**3.19. Payment of Directors.** Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of the Corporation.

**ARTICLE 4**  
**Officers**

**4.1 Officers.** The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint. The officers of the Corporation shall be elected by the Board of Directors.

**4.2. Duties of Officers.** The duties of the officers of this Corporation shall be:

**4.2.1. President.** The President shall preside at all meetings of the Board of Directors and shall oversee the long term goals and purposes of the Corporation. The President shall be the chief executive officer of the Corporation, shall be responsible for the day to day operations of the Corporation, and shall have all of the powers and duties normally belonging to the President, Chief Executive Officer, or Executive Director of a Minnesota nonprofit Corporation. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors.

**4.2.2. Vice-President.** The Vice-President shall perform such duties as may be determined from time to time by the Board of Directors. The Vice-President shall be vested with all powers of and perform all the duties of the President in the President's absence or inability to act, but only so long as such absence or inability continues.

**4.2.3. Secretary.** The Secretary or his or her designee shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.

**4.2.4. Treasurer.** The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the Corporation, disbursing corporate funds as authorized, and shall have all of the powers and duties normally belonging to the Treasurer of a Minnesota nonprofit Corporation. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

**4.3. Salaries of Officers.** The salaries of all officers of the Corporation shall be fixed by the Board of Directors. However, no such salary need be fixed if such service is voluntary.

**4.4. Officers as Members of Board of Directors.** The President and Vice-President shall be members of the Board of Directors. All other officers may but need not be members of the Board of Directors.

**4.5. Resignation of Officers.** An officer may resign at any time by giving written notice of the resignation to the Secretary of the Corporation. The resignation is effective without acceptance when notice is given to the Corporation, unless a later effective date is named in the notice.

**4.6. Removal of Officers.** Any officer appointed by the Board of Directors may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.



**4.7. Vacancies.** Any vacancy in an officer's position due to death, resignation or removal shall be filled by the Board of Directors.

**4.8 Delegation.** Unless prohibited by the Articles or Bylaws or by a resolution approved by the affirmative vote of a majority of the Directors present, an officer elected or appointed by the Board may, with the approval of the Board, delegate some or all of the duties and powers of an officer to other persons. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of all duties and powers so delegated.

## **ARTICLE 5**

### **Standard of Care and Conflicts of Interest**

**5.1. Standard of Care.** It is the responsibility of each director of this Corporation to discharge his or her duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of this Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

#### **5.2. Conflicts of Interest.**

**5.2.1. In General.** A proposed contract or transaction between the Corporation and any Interested Person or between a Related Organization and any Interested Person, or between the Corporation and any Organization in which an Interested Person serves as director, officer or legal representative or has a Material Financial Interest, may not be entered into until and unless:

- (1) the material facts as to the contract or transaction and as to the interest of an Interested Person are fully disclosed or known to the Board of Directors or a committee, as the case may be; and
- (2) a majority of the Board of Directors or such committee in good faith authorizes and approves the contract or transaction, but the Interested Person shall not be counted in determining the presence of a quorum and shall not vote.

**5.2.2. Definitions.** For purposes of this Article V, the following terms shall have the meanings indicated:

- (1) "Interested Persons" means and includes directors and officers.
- (2) "Organization" means a Corporation, partnership, joint venture, association, trust, estate, enterprise, or other legal or commercial entity.
- (3) "Related Organization" means an Organization that, directly or indirectly, controls, is controlled by, or is under common control with, the Corporation.
- (4) An Interested Person has a "Material Financial Interest" in an Organization in which the Interested Person, or the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters, of the Interested Person have

a material financial interest.

**5.3. Ratification.** If a director discovers that he or she (or another Interested Person) has entered into a contract or transaction with the Corporation without the authorization and approval of the Board of Directors (or a committee designated by the Board), the director shall immediately disclose the material facts regarding the contract or transaction to the Board of Directors (or a committee designated by the Board). Thereupon the Board of Directors (or committee) shall review the contract or transaction to determine whether the contract or transaction should be ratified.

**5.4. Exception.** The procedures described in Sections 5.2 and 5.3 are not required if the contract or other transaction is between Related Organizations.

## **ARTICLE 6** **Finance**

**6.1. Receipt of Gifts.** Any dues, contributions, grants, bequests or gifts made to the Corporation shall be accepted or collected only as authorized by the Board of Directors.

**6.2. Deposit of Funds.** All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated by the Board of Directors.

**6.3. Access to Corporate Assets.** All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Corporation shall be as provided by the Board of Directors. The depositories of the Corporation as well as the signatures necessary to be affixed to any 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 such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

**6.4. Title to Property.** Title to all property shall be held in the name of the Corporation.

**6.5. Loans.** The Corporation shall not enter into any loan exceeding \$5,000.00 without a resolution passed by a majority vote of the Board of Directors.

**6.6. Annual Budget.** The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

**6.7. Treasurer's Report.** A summary report of the financial operation of the Corporation shall be made by the Treasurer at least annually to the Board of Directors.

## **ARTICLE 7** **Indemnification**

**7.1. In General.** Subject to Section 7.2 hereof, the Corporation shall indemnify and make advances to each person who is or was a director, officer, or employee of the Corporation, or a

member of any committee, to the full extent mandated by, and in accordance with, Section 317A.521 of the Minnesota Nonprofit Corporation Act, without prohibitions, limitations or conditions other than those set forth in said Section 317A.521.

**7.2. Limitation on Indemnification.** Indemnification pursuant to Section 7.1 hereof shall be for the sole and exclusive benefit of the person expressly identified therein, and no other person, Corporation, or legal entity of whatever nature shall have any rights thereunder by way of voluntary or involuntary assignment, subrogation, or otherwise.

**7.3. Insurance.** The Corporation may provide, maintain, and pay for insurance on behalf of any person indemnified pursuant to Section 7.1 hereof.

## **ARTICLE 8** **Amendment of Bylaws**

These Bylaws maybe amended at any time and from time to time by the affirmative vote of a majority of the directors who are present at a duly held meeting of the Board of Directors, provided that written notice of the meeting and of the proposed amendment shall be given to each director not less than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted. This power of the Board of Directors is subject to the power of the Members with voting rights to adopt, amend, or repeal bylaws adopted, amended, or repealed by the Board of Directors. Notwithstanding any other provision of these Bylaws, the Board of Directors may not adopt, amend, or repeal a Bylaw fixing a quorum for meetings of Members, prescribing procedures for removing directors or filling vacancies in the Board, or fixing the number of directors or their classifications, qualification, or terms of office, but may adopt or amend a Bylaw to increase the number of directors. A Bylaw amendment to increase or decrease the vote required for a Member action must be approved by the Members.

## **ARTICLE 9** **Arbitration**

**9.1 Arbitration.** Any action which cannot be resolved by the Board of Directors, pursuant to the rules set forth herein, shall be settled by arbitration under the rules then prescribed by the American Arbitration Association in the county in which the registered office of the Corporation is situated.

The undersigned, the President of the Corporation does hereby certify that the foregoing Bylaws were adopted as the complete Bylaws of the Corporation by the Board of Directors and the Market Members of the Corporation effective the 6th day of November, **2009**.

*John Ulland*

\_\_\_\_\_  
John Ulland, President