

**Northeast Tennessee Food Alliance Association
A Tennessee Not-For-Profit Corporation
Bylaws**

Article I: Name and Location
Article II: Purpose
Article III: Membership
Article IV: Dues
Article V: Meetings
Article VI: Board of directors and Officers
Article VII: Duties of Board of Directors
Article VIII: Duties of the Officers
Article IX: General Provisions
Article X: Amendments
Article XI: Conflict of Interest

Date of Approval 06/23/2015

Dale Trombley

Northeast Tennessee Food Alliance Association
A Tennessee Not-For-Profit Corporation
ByLaws

Article I: Name and Location

The name of the Corporation shall be Northeast Tennessee Food Alliance, Inc., A Tennessee Not-For-Profit Corporation and may be abbreviated as NETFA from here forward. Its principal office shall be located in Greeneville, Greene County, Tennessee.

Article II: Purpose

Section 1: Goal

Northeast Tennessee Food Alliance is organized for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and provide downtown Greeneville and surrounding areas access to fresh and healthy foods and goods.

Section 2.

To achieve its mission, the NETFA shall do the following:

- Organize and/or participate in educational and other activities that promote the use of local fresh produce and/or goods.
- Establish and operate a farmers market for the purpose of facilitating the sale of local fresh produce and/or goods.
- Organize and/or participate in those activities that, in conjunction with the operation of a farmers market, will serve to encourage trade and boost the local economy of the downtown Greeneville area.
- Organize and/or participate in those activities that will serve to further the NETFA's mission.
- Conduct research necessary to further the development of the farmers market.
- Solicit and receive funds, gifts, endowments, donations, devises and bequests.
- Lease and/or purchase property necessary to further the mission of the NETFA.

Section 3.

It is hereby provided that the said purposes are not intended to limit or restrict in any manner the powers or purposes of this NETFA to any extent permitted by law, nor shall the expression of one thing be deemed to exclude another although it be of like nature.

Article III: Membership

Section 1: Membership

The membership of this NETFA shall be active, associate, and honorary. Voting and payment of dues will be carried out on a per farm unit basis. A farm unit consists of any member or group of members cooperatively producing farm products under on farm name, including any members of their immediate families who are involved in the farm operation. All members must be in good standing and abide by the rules, regulations, and bylaws of NETFA including the market rules which are determined by the NETFA Board. A copy of the market rules will be made available to the members of NETFA. The definition of farm products and goods which may be sold by members at markets operated by NETFA will be determined by the Board of Directors and included in the market rules

Section 2: Eligibility

Membership shall be open to any bonafide farmer and/or producer of goods, raising or making 100% of his/her produce and/or goods, and who meets all requirements as set forth in these bylaws.

Article IV: Dues

Annual dues are set by the Board of Directors and shall be brought before the members at the annual membership meeting each year for approval. Dues must be paid annually in accordance with the market rules or member status may be affected. The payment of dues entitles the member to sell at the markets operated by NETFA for the season. Dues are paid per farm unit.

Article V: Meetings

Section 1: Annual Membership Meeting

There shall be at least one membership meeting of the NETFA held each year at a time and place designated by the Board of Directors.. Thirty days notice will be given to all members prior to the date of the meeting.

Section 2: Regular and Special Meetings

The Board of Directors shall establish a schedule of regular meeting of members. It shall have the authority to select the time and place of such meetings. Special meetings of the members may be called by the Board of Directors as needed.

Section 3: Voting

Active members of the NETFA are the voting members of NETFA. Only one vote per member/farm unit per issue will be allowed.

Section 4: Quorum

A Quorum shall be the majority of those present at the meeting of which voting is taking place.

Section 5: Rules

All meetings will be conducted according to Roberts Rules of Order.

Article VI: Board of Directors and Officers:

Section 1: General Powers

The affairs of NETFA shall be managed by the Board of Directors. The Directors must be in good standing with the NETFA. The Board will consist of 7 members, up to 3 of which can be community members. Of the remaining four Board seats, no more than one may be occupied by a non-farm craft vendor.

Section 2: Election

The Board of Directors shall be elected by and from the active members of NETFA at the annual membership meeting. A majority of those voting shall be required to elect each and every Board member. The first Board shall be composed of three members who will serve for one year and four members who will serve for two years. At the first annual membership meeting and thereafter Directors will be elected to replace those whose terms are expiring and will serve for a term of two years.

Section 3: Election of Officers

At the board meeting immediately following each election of directors the Board shall hold a regular meeting and organize by the election of a President, a Vice-President, a Secretary, and a Treasurer (Secretary and Treasurer may be combined into one office of Secretary-Treasurer) each of whom shall hold office until the election and qualification of his/her successor.

Section 4: Vacancies

Whenever a vacancy occurs in the board of Directors, other than from the expiration of a term of office, the remaining Directors may select a replacement to serve until the next regular or special membership meeting.

Section 5: Board Meetings

The meeting of the Board of Directors shall be held at such time and place as the Board may determine.

Section 6: Special Meetings

A special meeting of the Board of Directors shall be held whenever called by the president or by two Board members. Each call for a special meeting shall state the business to be transacted and the time and place of such meeting.

Section 7: Emergency Meetings

The executive Board may convene an impromptu meeting by means of phone or electronically (texts, email, chat programs, etc.) to vote on matters which may be considered urgent or pressed for time. Such matters must be voted on by no less than three (3) Executive Board members and must approve unanimously for the matter to be considered approved. The matter must then be disclosed at the next meeting

Section 8: Notice of Board Meetings

Notice of regular or special meetings of the Board may be mailed or emailed to each director, or made in person or by telephone. Such notice shall be given at least 7 days before a regular and 1 day before a special meeting. Board meeting dates and locations shall be posted on a calendar on the NETFA website, facebook, or other social media. Board meetings may be attended by all active members of NETFA.

Section 9: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 10: Rules

All meetings will be conducted according to Roberts Rules of Order.

Section 11: Compensation

Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Article VII: Duties of Board of Directors

Section 1: Management of business

The Board of Directors shall have general supervision and control of the affairs of NETFA and shall make all rules and regulations not inconsistent with the law of the State of Tennessee or with these bylaws for the management of the business and guidance of the members, employees, and agents of NETFA. The Board of Directors shall have the authority to promulgate an ethical code of conduct to regulate the activities of members at events sponsored by NETFA or under the general auspices thereof. The Board of Directors shall require proper records to be kept of all business transactions.

Section 2: Employees

The Board of Directors shall have the power to employ or to authorize the employment of such employees as may be deemed necessary and to fix their compensation at fair market value or a reasonable amount for the services rendered.

Section 3: Insurance

The Board of Directors shall provide for the adequate insurance of the property of the association, or property which may be in possession of the association, or stored by it, and not otherwise adequately insured. In addition, the Board of Directors shall provide adequate insurance covering liability for accidents to all employees and the public.

Section 4: Checks and Drafts

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NETFA shall be signed by the Treasurer or the other authorized signer at the financial institution. Checks over \$1000.00 require signatures of both authorized signers at the financial institution (see Section 9).

Section 5: Contracts

The Board of Directors may authorize any officer or employee of NETFA to execute and deliver any instrument in the name and on behalf of NETFA, and such activity may be general or confined to specific instances.

Section 6: Gifts

The Board of Directors may accept on behalf of NETFA any contribution, gift or bequest for the general purpose or for any special purpose of NETFA.

Section 7: Audits

From time to time and at least once a year, the Board of Directors shall review the financial records of NETFA. The Treasurer shall deliver an annual written statement on the financial affairs. At least once each year the Board of Directors may secure the services of a competent and disinterested public auditor or accountant and render a report in writing thereon, which shall be submitted to the membership of NETFA.

Section 8: Agreements with Members

The Board of Directors shall have the power to carry out all and any agreements of NETFA with members and others in every way advantageous to NETFA, representing the members and others collectively.

Section 9: Depository of Funds

The Board of Directors shall designate a federally insured bank as the depository for the funds of NETFA. AT least two(2) Executive Officers shall have authorized signatures at the financial institution. The signatures must include the treasure and one other officer.

Section 10: Memberships

The Board of Directors shall retain the power to terminate memberships, and reinstate memberships as seen fit.

Section 11: Observance of the Rules and Regulations and bylaws

The Board of Directors shall have the power to enforce the observance by all members of all provisions of the rules and regulations and bylaws.

Article VIII: Duties of the Officers

Section 1: Duties of the President

The President shall:

- Preside over all the meetings of NETFA and the Board of Directors
- Call special meetings of the Board of Directors
- Perform all acts and duties usually performed by an executive and presiding officer
- Sign all papers for the Board of Directors
- Perform such other duties as may be prescribed by the Board of Directors

Section 2: Duties of the Vice-President

The Vice-President shall assist the President, and in the absence or disability of the President, the Vice-President shall perform the duties of the President. The Vice-President shall perform such other duties as may be prescribed by the Board of Directors.

Section 3: Duties of the Secretary

The Secretary shall keep a complete record of all meetings of NETFA and of the Board of Directors and shall have general charge and supervision of the books and records of NETFA. He/she shall serve all notices required by law and by these bylaws and shall make a full report of all matters and business pertaining to the office at the annual membership meeting. He/she shall make all reports required by NETFA of the Board of Directors. The Secretary shall keep a complete list of members and farm units, agents, and employees of NETFA and their addresses and telephone numbers. All minutes of meetings shall be posted to a public location (i.e. website) in a timely manner.

Section 4: The Treasurer

The Treasurer shall perform all duties with respect to the finances of NETFA as may be prescribed by the Board of Directors as provided in Article VII, Section 4. He/she shall make a full report of all matters and business pertaining to the office at the annual membership meeting. Upon election of a successor, the Secretary and Treasurer shall turn over all books and other property belonging to NETFA which may be in their possession. The offices of Secretary and Treasurer may be combined into one office of Secretary-Treasurer.

Section 5: Succession of Officers

In case of death, resignation, or inability of an officer to perform the duties of his office, the Board of Directors may declare the office vacant and elect the officer's successor as provided in Article VI, Section 4.

Article IX: General Provisions

Section 1: Fiscal Year

The fiscal year of NETFA shall begin on the first day of January and end the last day of December in each year.

Section 2: Inspection of Records

All books and records of NETFA may be inspected by any active or associate member or his/her attorney for any proper purposes at any reasonable time.

Section 3: Committees

Any business function of NETFA may be delegated to a committee of active members by the Board of Directors. These committees shall investigate, plan, regulate, and oversee any function of NETFA within the approval of the Board of Directors. A committee chairman may be elected by a committee unless otherwise provided in these bylaws.

Article X: Amendments

Section 1: Amendments to the Charter/Articles of Incorporation

The Charter/Articles of Incorporation may be altered, amended, or repealed only by a two-thirds majority vote of the active membership at any regular or special meeting. Intention to seek a change in the Charter/Articles of Incorporation must be filed with the Secretary in writing at least 10 days before the meeting where it is to be considered and before the notice of such meeting has been provided to members. A change in the Charter/Articles of Incorporation must be passed by a two-thirds majority of the active voting membership present at the meeting.

Section 2: Amendments to the Bylaws

These bylaws may be altered, amended, or repealed and new bylaws adopted only by a majority vote of the active voting membership at any regular or special meeting. Intention to seek a change in the bylaws must be filed with the Secretary in writing at least 10 days before the meeting where it is to be considered and before the notice of such meeting has been provided to members.

Article XI: Conflict of Interest

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization

shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.