

**BYLAWS OF
FARMERS MARKET STAKEHOLDERS ASSOCIATION**

Article I
Name and Principal Office

The name of the organization shall be Farmers Market Stakeholders Association (the “Association”), and its principal office shall be located at 1907 Marilla St., Dallas, Dallas County, Texas 75201 or at any other address as designated by the Board of Directors.

Article II
Organization and Purposes

Section 1. Organization

The Association is a Texas Nonprofit Corporation, organized exclusively for one or more of the purposes specified in Section 501(c)(6) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Purposes

The general purpose for which the Association is organized and operated is to represent and promote the interest of its Members, through the following activities, among others:

- a. The presentation of information and opinions to governmental agencies;
- b. The promotion of improved business conditions;
- c. Neighborhood crime prevention and public safety; and
- d. The distribution to Members of information and issues important to the Dallas Farmers Market district, which shall be defined as the area within Good Latimer Expressway, Ervay Street, Jackson Street, and Interstate 30 (the “District”).

Article III
Board of Directors

Section 1. General Powers

The affairs of the organization shall be managed by its Board of Directors.

Section 2. Number of Directors

The Association’s Board of Directors shall consist of seven (7) Directors, of whom three shall serve as Officers (a President, Treasurer, and a Secretary).

Section 3. Qualifications

To be eligible to serve as a Director, an individual must be at least 18 years of age, a member in good standing, and must be willing to serve.

Section 4. Selection and Term of Office of Directors

Nominations of at least three (3) individuals willing to serve as Officers and Directors and four (4) additional individuals willing to serve as Directors shall be submitted by the Members of the Association for the Board’s approval at the last Board Meeting prior to the Association’s Annual

Meeting, which shall be at least 14 days in advance of the Association's Annual Meeting. The three (3) individuals nominated to serve as Officer shall be elected in accordance with Article IV, Section 3 hereof. The four (4) nominated individuals who receive the most votes by the Members at the Association's Annual Meeting for election as Director shall be so elected. Each Director shall be elected for a term of one (1) year, or until their death, resignation, retirement, removal, or disqualification, and shall serve until their successor is elected and installed at the conclusion of the Annual Meeting.

Section 5. Vacancies

Any vacancies occurring on the Board of Directors or in an office during the interim between Annual Meetings of the organization may be filled by the Board of Directors. Persons elected to fill such vacancies shall be elected for the unexpired term of the predecessor in office.

Section 6. Duties of Individual Directors

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, or by these Bylaws;
- b. Manage the affairs of the Association, to include the management of all Officers, agents, and employees of the Association;
- c. Attend Board of Directors meetings; and
- d. Maintain current membership status by prompt payment of dues.

Section 7. Removal of Directors

Any Director may be removed by the Board of Directors whenever, in the judgment of at least five (5) Directors voting in a properly noticed Special Meeting, with proxy voting allowed, the interests of the Association will be served thereby.

Section 8. Regular Meetings of Board of Directors

The Board of Directors shall hold regular meetings quarterly at the principal office of the Association, unless otherwise provided by the President and communicated in advance to all Directors, on dates selected by the President.

Section 9. Special Meetings of Board of Directors

Special meetings of the Board of Directors may be called by the President or on the written request of any two Directors. Notice of the special meeting, subject to Section 10 of this Article, will fix the date, time, and place of the meeting.

Section 10. Notice of Meetings

Notice of regular and special meetings shall be given by the Secretary at least three (3) days prior to the meeting. Notice may be given by written notice delivered personally, by verbal notice given personally, by telephone, by email or other electronic communication, or by facsimile with confirmed receipt. Any Director may, in a writing delivered to the Secretary, waive notice of any meeting. A valid notice of a special meeting must include the date, time, and location of the meeting, as well as a summary of the matters proposed to be acted upon at the meeting.

Section 11. Quorum of Board of Directors

Four (4) of the current Directors shall constitute a quorum for the transaction of business at any meeting of the Board. No business shall be considered by the Board without the presence of a quorum.

Section 12. Conduct of Business

- a. The act of a majority of the current Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these bylaws. Directors attending meetings by telephone or other means of electronic communication count for the purposes of reaching the quorum.
- b. When a quorum is not present at a Board meeting, or when a time-sensitive matter requires attention, information may be distributed to all Board members electronically, and following rules of parliamentary procedure, a vote taken by electronic means. A report of the business conducted by electronic means shall be presented at the next Board meeting.
- c. The President shall preside over the meetings of the Board of Directors, or in his or her absence, the Secretary. If neither the President nor the Secretary are present, the members of the Board of Directors present at the meeting may elect a chairperson to preside.

Section 13. Telephone Meetings

The Board of Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such meetings are governed by the same provisions as any other meeting of the Board.

Section 14. Proxies

Unless specified herein, proxy voting is not allowed.

Section 15. Compensation

Directors shall not receive any compensation for their services, but are entitled to reasonable reimbursement of expenses, approved in advance by the Board of Directors, which are incurred in the performance of their duties.

Article IV Officers

Section 1. Officers

The Officers of the Association shall be a president, a secretary, and a treasurer, who will also serve as members of the Board of Directors..

Section 2. Qualifications

Any Member in good standing, and who is willing to serve, may be elected for any officer position.

Section 3. Selection and Term of Office of Officers

Nominations of at least one (1) individual per office who is willing to serve in said office shall be submitted by the Members of the Association for the Board's approval at the last Board Meeting prior to the Association's Annual Meeting, which shall be at least 14 days in advance of the Association's Annual Meeting. The nominated individual for each office who receives the most votes by the Members at the Association's Annual Meeting shall be so elected. Each Officer shall be elected for a term of one (1) year, or until their death, resignation, retirement, removal, or disqualification, and shall serve until their successor is elected and installed at the conclusion of the Annual Meeting. An Officer may be elected to no more than three (3) consecutive terms.

Section 4. Removal of Officers

Any Officer may be removed from his or her office by the Board of Directors whenever, in the judgment of at least five (5) Directors voting in a Special Meeting, the interests of the Association will be served thereby.

Section 5. President

- a. The President shall be the chief officer of the Association and shall, subject to the control of the Board of Directors, supervise all of the business and affairs of the organization, including its day-to-day operations. The President shall preside at meetings of the Board of Directors and membership. The President may sign with the Secretary or any other officers of the organization authorized by the Board of Directors, any deeds, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the organization.
- b. The President shall nominate to the Board the chairpersons of any committees. The President shall be a member ex-officio of all committees. As an ex-officio member, the President has the same rights as the other committee members but is not obligated to attend meetings of the committees nor is the President counted in determining the committee's quorum.
- c. The President shall serve as the principal spokesperson for the Association. The President may delegate this authority when appropriate.

Section 6. Treasurer

The Treasurer shall have supervisory responsibilities over the funds and the accounting records of the Association. Specifically, among other tasks or responsibilities which may be delegated by the Board of Directors, the duties of the Treasurer shall include:

- a. Responsibility for all funds, securities, and bank accounts of the Association;
- b. Receive all payments due the Association, as well as pay all amounts due by the Association, as approved by the Board of Directors when necessary;
- c. Keep and maintain an accounting of the Association's properties, transactions, and accounts, including its assets, liabilities, receipts, disbursements, gains, and losses;
- d. Set up and continue the use of proper accounting and auditing procedures;

- e. Exhibit to any Director or Member for inspection and copying at the Association's Principal Office, upon reasonable notice of no less than three (3) business days and for any reasonable purpose, the Association's financial records and books of account; and
- f. Supervise the preparation of regular and annual budgets and financial reports.

Section 7. Secretary

The Secretary shall have supervisory responsibilities over the records of the Association. Specifically, among other tasks or responsibilities which may be delegated by the Board of Directors, the duties of the Secretary shall include:

- a. Attend all meetings of the Board of Directors and the membership to create and preserve true minutes of said proceedings for the books of the organization, to include meeting notices and a record of all votes taken. The Secretary may designate a substitute to record the minutes;
- b. Ensure, with the assistance of the President, that all notices required by these Bylaws are timely and properly given;
- c. Serve as custodian of the corporate records of the organization, including an up-to-date membership book;
- d. Maintain the original and copy of these Bylaws; and
- e. Exhibit to any Director or Member for inspection and copying at the Association's Principal Office, upon reasonable notice of no less than three (3) business days and for any reasonable purpose, the Association's corporate records, minutes, Bylaws, and membership book.

Section 8. Agents

The Board of Directors may appoint agents or employ such persons as the business of the organization may require, provided such appointments are not inconsistent with this Article. Any agent so appointed shall hold such position for such period, have such authority, and perform such duties as the Board of Directors may from time to time designate.

Article V Membership

Section 1. Eligibility for Membership

Members shall consist of those persons who have met the requirements of membership as specified by the Board of Directors. Membership shall be open to all individuals and organizations interested in the purposes of the Association. However, by the vote of a simple majority of Directors present at a Regular Meeting or Special Meeting of the Board of Directors, membership in the Association may be denied or rescinded in the event the Board of Directors, in its sole judgment, believes the involvement of a member or prospective member would be disruptive to the goals, operations, and success of the Association. In the event a member or prospective member's eligibility for membership is denied or rescinded, any membership dues paid by the member or prospective member for the year will be refunded.

Section 2. Types of Membership:

- a. Organization – Open to all businesses, commercial property owners, associations, and non-profit organizations whose principal place of business is located within the geographic boundaries of the District. Each Organization Member shall have the right to designate a representative to vote on Association matters, be elected to the Board of Directors, and to serve on committees.
- b. Resident/Vendor – Open to all individuals who reside within the geographic boundaries of the District, as well as all vendors who operate at the Dallas Farmers Market. Each Resident Member shall have the right to designate one member of their household who meets the eligibility requirements in Section 1 to vote on Association matters, to be elected to the Board of Directors, and to serve on committees. Similarly, each Vendor Member shall have the right to designate a representative to vote on Association matters, to be elected to the Board of Directors, and to serve on committees.
- c. Neighborhood Supporter – Open to any organization or individual who resides outside the geographic boundaries of the District but wishes to support the efforts of the Association. Neighborhood Supporter Members are not entitled to vote on Association matters, to be elected to the Board of Directors, or to serve on Committees. Neighborhood Supporter Members are entitled to receive limited notifications concerning Association news, events, and activities, as determined by the President and/or the Board of Directors, and to invitations to certain Association events and activities.
- d. Supporter Members – The Board of Directors may allow full membership to individuals or organizations who have a special interest in and/or are key supporters of the Association. These individuals or organizations will have voting privileges as either Organization Members or Resident Members.

Section 3. Confidentiality of Membership

The Membership roster of the Association, or the membership status of any individual or organization, shall not be made public and shall not be distributed to any parties outside of the Association.

Section 4. Membership Dues

Membership dues shall be payable yearly and may be determined from time to time by the Board of Directors. Dues on the date of the adoption of these Bylaws shall be:

- a. Organization: \$50.00
- b. Resident/Vendor: \$25.00
- c. Neighborhood Supporter: \$10.00

Section 5. Multiple Memberships

An eligible individual or organization that qualifies for more than one type of membership (e.g. a resident of the District who also owns a business located in the District) may pay for and join at more than one type of membership level and be entitled to one (1) vote on Association matters per membership. Further, an individual associated with more than one Organization Member may serve as representative for more than one Organization Member.

Section 6. Meetings of the Membership

- a. An Annual Meeting of the voting membership of the Association shall be held in January, at which the Officers shall submit reports on the status of the Association, the new Board of Directors and Officers are elected, and any other necessary business of the organization shall be transacted. Notice of the Annual Meeting shall be provided by mail or electronic communication to all members at least ten (10) days prior to the Meeting. The Annual Meeting Notice shall include the date, time, and location of the Meeting, as well as a summary of the matters to be discussed and the names of the individuals nominated for election to the Board of Directors and as Officers.
- b. Regular meetings of the membership shall be held monthly at the principal office of the Association, unless otherwise provided by the President and communicated in advance to all Members, on dates selected by the President."
- c. Any other meeting of the membership may be called by the Board of Directors at such other time and place, with a reasonable notice given to the members of at least ten (10) days, and for such other purposes as may be designated by the Board of Directors. There is no quorum required for a meeting of the membership.
- d. Each member is entitled to one vote on each matter submitted to a vote by the members. Proxy voting at meetings of the membership is not allowed.

Article VI Committees

Section 1. Committees

Committees may be requested by the President and approved by vote of the Board of Directors, as needed. Membership on a committee of the Association is open to members and non-members who may offer service to the Association by their participation on a committee.

Section 2. Powers and Responsibilities of Committees

The committees shall have and exercise such powers as are here granted and such other powers as may be given to them by the Board of Directors from time to time to enable them to carry out the purposes for which they are created, however, the ultimate authority to approve any action suggested by a committee rests with the Board of Directors.

Section 3. Committee Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the committee members present shall constitute a quorum, and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 4. Committee Rules and Operations

Each committee may adopt rules and operations for its own government not inconsistent with these bylaws or with rules and policies adopted by the Board of Directors.

Article VII Fiscal Year

The fiscal year of the Association shall be the calendar year, January 1 through December 31.

Article VIII

Limitations and Internal Revenue Code Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as provided by Section 501(h) of the Internal Revenue Code), and the Association shall not participate in any political campaign on behalf of, or in opposition to, any candidate for political office.

Notwithstanding any other provisions of these bylaws, the Association shall not carry on any activities not permitted to be carried on (a) by an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. No Private Inurement

No part of the net earnings of this Association, if any, shall inure to the benefit of any member of the Association, except that the Association may be authorized to pay reasonable compensation for services rendered. Membership in the Association, or on any of its committees, shall in no way entitle any member to any interest in any property, funds, or other assets owned, acquired or held by the Association.

Section 3. Private Foundation Requirements and Restrictions

In any taxable year in which the Association is considered a private foundation under Section 509 of the Internal Revenue Code, the Association: 1) shall distribute its income at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code, 2) shall not engage in any act of self-dealing as defined in the Internal Revenue Code, 3) shall not retain any excess business holdings as defined in the Internal Revenue Code, 4) shall not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code, and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article IX

Dissolution

Upon dissolution of the Association, its assets shall be donated to a fund, foundation, or organization whose purposes are consistent with the purposes of the Association and which is organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Article X

Business Procedures

Section 1. Contracts

The Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to special instances.

Section 2. Loans

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to special instances.

Section 3. Checks, Drafts, etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the Treasurer, or such other Officer or Board member of the Association.. Any of the foregoing involving payments in an amount in excess of \$500, including those made by electronic transfer, shall require approval of the Board.

Section 4. Deposits

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Gifts

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

Section 6. Special Funds

Funds received by the Association for special purposes shall be restricted for said special purposes, shall be reported and accounted for separately, and expended only in accordance with said special purposes.

Article XI
Parliamentary Rules

The rules contained in the latest edition of Robert's Rules of Order, newly revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws or other special rules of order of this organization.

Article XII
Policies and Procedures

From time to time, the Board of Directors may adopt policies and procedures for the operations of the Association. Policies and procedures, and any changes to them, shall be submitted to the Board of Directors for approval by a majority of the current Directors present at any regular meeting of the Board of Directors, so long as the proposed changes are provided to the Board of Directors for consideration at least seven (7) days in advance of said meeting.

Article XIII

Amendments

Amendments to these bylaws may be made at any meeting of the Membership by a vote of the simple majority of the Members, so long as the proposed changes are provided to the Members for consideration at least seven (7) days in advance of said meeting.

Article XIV

Indemnification of Directors, Advisory Council Members, and Officers

Section 1. Indemnification

The Association shall indemnify all Directors, Officers, and employees to the fullest extent required or permitted under, and in conformity with the procedures of, Texas law, for all expenses, including attorneys' fees, actually and reasonably incurred by them in connection with the defense or settlement of a suit in which they are a party by reason of their holding such position, provided that they acted in good faith in the transaction which is the subject of the suit and in a manner they reasonably believed to be in, and not opposed to, the best interest of the Association. With regard to any criminal action or proceeding, the Association will provide such indemnify if the accused Director, Officer, and/or employee had no reason to believe that their conduct was unlawful. A determination that the foregoing applicable standard has been met shall be made by a majority of the Directors who were not parties to the suit, regardless of whether the Directors not party to the suit constitute a quorum. If fewer than three (3) Directors are not a party to the suit, then independent legal counsel appointed by the Directors shall make a determination in a written opinion as to whether the foregoing applicable standard has been met. Advance payment of such indemnified expenses may be made if authorized pursuant to the foregoing procedures and upon the written undertaking of such person or persons to repay the Association if it is ultimately determined that they are not entitled to indemnification.

Section 2. Insurance

The Association shall have the power to purchase and maintain at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by Texas law.

End of Bylaws

(Approved on February 9, 2016 at the Association's Monthly Membership Meeting)