

**BY-LAWS OF THE LOUDOUN VALLEY
HOMEGROWN MARKETS ASSOCIATION**
(As Amended November 4th, 2009)

Article I, NAME

The name of this Association shall be the Loudoun Valley HomeGrown Markets Association.

Article II, INCORPORATION

This Association is a Virginia Cooperative under the provisions of Section 521 of the Internal Revenue Code, as amended.

Article III, PURPOSES

This purposes for which the Association is organized are to engage in any activity in connection with the marketing or selling of the agricultural products of its members. The Association intends to:

1. Provide an alternate marketing outlet for area produce growers and other agricultural producers to feature their finest produce and other agricultural products and to encourage the freshness of products at all Loudoun Farmers' Markets.
2. Increase the availability and freshness of products available to the general community of buyers.
3. Provide improved market capability for area farmers and agricultural producers to promote their products directly to consumers.
4. Establish, maintain, and enforce basic operating standards (Rules and Regulations) that will inspire public confidence in the "Producers only" concept.
5. Publicize and provide other marketing materials and opportunities for promoting and fostering the continual sale of locally grown produce and agriculturally produced products at the market.
6. Encourage the expansion of marketing opportunities and the introduction of new products to the local community.
7. Enhance the community's image and Loudoun agriculture's image by providing the special opportunity for direct dialogue between area consumers and producers who themselves grow or produce the products they sell.
8. Use any profits, above and beyond what is needed to ensure the existence of the markets, for grants or other types of assistance to nonprofit organizations engaged in the field of agriculture. Such organizations may be working to solve the problems of the family farmer and the rural community.

Article IV, MEMBERSHIP

1. Admission – Any person, partnership, or corporation may become a member of the Association by meeting the uniform membership requirements stipulated below. To be a member of the LVHMA, the applicant must:
 - a. Pay annual dues on or before January 1 of each year;
 - b. Be a producer of agricultural, horticultural and animal husbandry products and a vendor of these products; or be a vendor who has sold any product at

- c. Submit one or more vendor applications for each market season;
 - d. Agree to comply with these By-laws.
2. Classification – Approximately eighty percent (80%) of vendor members must be producers and vendors (called farm-based members here) of agricultural, horticultural or animal husbandry products (called farm-based products here) and other products derived from them while the balance of *approximately* twenty percent (20%) of the vendor members (called nonfarm-based members here) may be existing vendors as of January 1, 2007, or other vendors who do not sell farm-based products and who are accepted by the Board of Directors as nonfarm-based members after the aforementioned date.

Furthermore, any person, partnership, firm, cooperative or corporation not actively engaged in marketing through the LVHMA, but wishing to further the aims of the Association may apply for sustaining membership and shall be entitled to all rights and privileges of active members with the exception of voting and holding office. Sustaining members may be appointed to committees by the President with concurrence of the Board of Directors.

3. Duties of members – Each member shall in good faith comply with these By-Laws and any amendments thereto duly adopted and with rules and regulations adopted by the association and with terms and conditions of any and all agreements with the association. The conduct of the member in all matters shall not be detrimental to the rights and interest of the association.
4. Resignation – Any member may resign, but such resignation shall not relieve resigning member of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid, and the Association shall not be liable to return or refund any dues, assessments, or other charges in the event of resignation.
5. Transfer of Membership – Membership in this Association shall not be transferable nor assignable.
6. Membership Rights – Regular members shall have one vote. Sustaining members shall have no voting privileges. Proxy voting will not be permitted.

Article V, MEETINGS

1. Annual Meetings – An annual meeting of all three classes of members shall be held each year at a time and place designated by the Board of Directors for the purpose of presenting the annual report and other matters that may require general membership attendance. Notice of the annual meeting shall be given to every member at least fourteen days in advance of such meeting.
2. Special Meeting – The Board of Directors may call a special meeting that would require general membership attendance. Notice of any special meeting shall be given to every member at least seven days in advance of such meetings.
3. Board of Directors' Meeting – The Board of Directors shall meet from time to time as is necessary. Only board members and chairpersons of adjunct committees need be notified.
4. Place of Meeting – The Board of Directors may designate any place within the County of Loudoun as the place for any annual, special, or Board of Directors' meeting.

5. Quorum – At any annual meeting or special meeting, one-tenth of active and associate members shall constitute a quorum. At any meeting of the Board of Directors, a majority of the Board of Directors in office shall constitute a quorum.
6. Procedures – All meetings of this Association shall be conducted in accordance with Roberts Rules of Order.

Article VI, BOARD OF DIRECTORS

1. General Powers – The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors may appoint committees and committee chairpersons as they may consider necessary.
2. Number and Tenure – The number of Directors shall be seven (7). No fewer than four (4) Directors shall be Loudoun County farm-based producer members. Directors and officers shall be elected by majority vote of the regular members, beginning with the officers, at each annual meeting.
3. Vacancies – If any vacancy occurs on the Board of Directors, other than from the expiration of a term of office, the Board of Directors may fill the vacancy for the unexpired term at any Board meeting.
4. Compensation – The Board of Directors shall serve without compensation.
5. Attendance at Board Meetings – Directors shall attend all Board meetings unless extenuating circumstances occur.
6. Manner of Acting - The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
7. Referendum – Referendum of policy matters upon demand to entire membership. Upon demand of three (3) members of the entire Board of Directors, made immediately and so recorded at the same meeting at which the original motion was passed, any matter of policy that has been approved or passed by the Board must be referred to the entire membership for decision at the next regular or special meeting; and a special meeting may be called for the purpose. The referendum shall be decided by a majority vote of active and associate members present and comprising a quorum.
8. Standard of Care – A director shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in a manner he reasonably believes to be in the best interest of the Association, and with such care as an ordinary prudent person in a like position should use under similar circumstances. A person who so performs his duties shall not have any liability by reason of being or having been a director of the Association.
9. Removal of Directors – Any Director may be removed by a majority vote of active and associate members present and comprising a quorum at any legally convened regular or special meeting of the Association.
10. Advisors to the Board – The Board of Directors may appoint advisors as necessary. Such advisors shall have no voting rights.
11. Employment of Manager – The Board of Directors shall have the power to employ or to authorize employment of a manager and such other employees as may be deemed necessary, and to fix their compensation. The Board may designate a participating grower or producer to serve as Market Manager for each market location. The Market Manager will oversee the daily activities at the market and ensure compliance with the market rules. The market manager will pay no space fee.

Article VII, OFFICERS

1. Officers – The officers of the Association shall be a President, Vice President, Secretary and Treasurer. The officers shall serve without compensation.

President – The President shall call and preside at all meetings of the Association. The President shall also act as official representative of the Association and have general charge of its affairs. Only active farm-based producer members from Loudoun County may serve as President.

Vice President - The Vice President shall, at the request of the President, or in the event of his/her disability or absence, perform any and all duties of the President. Only active members may serve as Vice President.

Secretary – The Secretary shall keep the minutes of the meetings, give notice of all meetings prescribed by these Bylaws, perform all duties incidental to the office and help the President perform his/her functions. Active/ Associate members may serve as the Secretary.

Treasurer – The Treasurer shall be the principal financial officer of the Association and shall collect, receive, deposit, invest, and disburse the funds of the Association. The Treasurer shall maintain accounting books and checking account, rendering a statement of accounts at each board meeting, file any required reports with the Commonwealth of Virginia, and perform all duties incidental to the office and help the President perform his/her functions. Active or Associate members may serve as the Treasurer.

The offices of Secretary and Treasurer may be held by the same person.

2. Election and Term of Office – Election and Term of Office – during the annual membership meeting of the LVHMA, the President and Treasurer will be elected to two year terms in odd years by the general membership. The Vice President and Secretary will be elected to two year terms in even years by the general membership. Should any office holder wish to run for a different office and be elected to that position, their office will be deemed immediately available. Nominations will be taken from the floor and membership will vote on that office at that time. The newly elected officer will fill the remaining time of the resigning officer's term.
3. Vacancies – A vacancy in any office, however occurring, may be filled by the Board of Directors for the remaining portion of the term.
4. Removal of Officers – The Board of Directors shall have the power at any meeting to remove any officer and such action shall be conclusive on the officer so removed.

Article VIII, COMMITTEES

There shall be appointed various committees, members and a chairperson for each committee by the Board of Directors. The Board of Directors shall delegate duties to the respective committees.

1. Standing Committees – The standing committees shall consist of:
 - a. Promotion and Advertising Committee

- b. Rules and Regulations Committee
 - c. Market Development Committee
 - d. Finance Committee
2. Membership – Each committee shall consist of a chairperson who is a member of the Board of Directors. Committee members may consist of active and associate members.
 3. Meetings – Each committee is responsible for holding meetings at such regular intervals as to assure the proper completion of the committee’s duties.
 4. Chairperson – The chairperson or his delegate shall give a report at every board meeting regarding the progress, accomplishments and goals of the respective committee.

Article IX, FINANCIAL PROVISION

1. Depository – The Board of Directors shall have the power to select one or more banks to act as depositories of the funds of the association and to determine the manner of receiving, deposition and disbursing the funds of the association and the form of checks and the person or persons by whom same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.
2. Bonds – The Board of Directors may require the manager and other officers, agents, and employees charged by the Association with responsibility for the custody of any of its funds or negotiable instruments to give adequate bonds. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company and approved by the Board of Directors, and the cost therefore shall be paid by the Association.
3. Audits – At the end of each fiscal year, the audit committee shall make a careful audit of the books and accounts of the association and render a report in writing thereon, which report shall be submitted to the members at their annual meeting. The report shall include at least (1) a balance sheet, (2) an operating statement, and (3) a statement showing the amount of capital, if any, furnished by the members during the period under review. Special audits shall be made upon order of the Board of Directors or upon a majority vote of the members at any regular or called meeting. Copies of the fiscal year-end financial statements will be made available upon request and at the annual meeting.

Article X, PROVISIONS

1. Calendar – The fiscal year of the Association shall be January 1 – December 31.
2. Amendments – These bylaws may be altered, amended or repealed by two-thirds vote of those active and associate members present and comprising a quorum. Notice of the proposed amendments shall have been presented to the members in writing at least fourteen (14) days in advance.
3. Definitions – Except as otherwise provided in these bylaws, all terms used in these bylaws shall have the same definition as in the statutes governing Virginia non-profit corporations.
4. Conflicts – In the event of any irreconcilable conflict between these bylaws and either the Association’s Articles of Incorporation or applicable law, the latter shall control.