

North Louisiana Farm Fresh Corporation By-Laws

Article I – Name and Mission

Section 1: Name and Designation – The name of the organization shall be North Louisiana Farm Fresh (NLFF). The North Louisiana Farm Fresh is a nonprofit organization and, as such, all monies revert back into the organization for salaries, funding of its initiatives as stated in its mission, etc. Any and all fees referenced in these By-Laws and/or in the Rules and Regulations go to fund expenses incurred by the organization.

Section 2: Mission – North Louisiana Farm Fresh Corporation supports North Louisiana agricultural producers by connecting them to consumers through the promotion of local, viable and sustainable food networks, direct marketing opportunities, and educational outreach.

Article II – Officers and Board of Directors

Section 1: Officers – The Board of Directors of the North Louisiana Farm Fresh will consist of an odd number to be no less than seven (7). The officers will include a President, Vice President, Treasurer, and Secretary.

Section 2: Election and Terms – The Board of Directors shall be elected annually.

1. Board members must be elected by a majority of the Board annually.
2. Board members and officers may be re-elected for an unlimited number of terms.

Section 3: Officers' roles –

1. President: the president will preside over Board meetings, has contract and hiring authority, with all contracts and hirings to be approved by the Executive Committee Board.
2. Vice President: in the chance that the president cannot perform any of his/her duties, the vice president will step in as proxy. If the president should, for any reason, step down, the vice president will complete the remainder of his/her term.
3. Treasurer: the treasurer is responsible for the finances, preparing an annual budget for approval by the Board, maintaining accurate records of the nonprofit's income and expenses, making regular reports to the Board (quarterly reports are a minimum requirement, but monthly if the Board determines), making annual reports to the Board, and all tax filings.
4. Secretary: the secretary will be responsible for taking and maintaining the minutes of each Board meeting, maintaining up-to-date records of all members of the Board, attend to all correspondence of the organization which requires maintaining some record of such as required by the State of Louisiana.

Section 4: Authority of the Board – All authority of NLFF will be exercised by, or under the authority of, the Board, subject to limitations as set within these By-Laws. The Board will conduct, manage, and control the affairs and business of the

organization and make and enforce the rules and regulations of the organization, none of which shall be inconsistent with any law or these By-Laws.

Section 5: Removal of a Board member – Any Board member can be removed by consensus of the Board, which shall be a vote of the majority of Board members. Any Board member facing removal has the right to present his/her position before the Board prior to the vote. If the Board votes to retain the Board member, s/he will keep all previous duties and responsibilities until the end of term. If the Board votes to remove the Board member, s/he will immediately step down and be replaced in the manner as determined by a Board member resignation.

Section 6: Resignation of a Board member – Upon the resignation of a Board member the Board will vote to replace said member in the manner in which Board members are elected, unless more than one board member resigns and the number of the Board does not fall below seven (7) and remains an odd number. If the President resigns, the vice president will step into the President's position on an interim basis until such time as the Board chooses a new Board member and the Board can vote in a new President. Any other officers resigning will be replaced by a vote of the Board.

Section 7: Participation of Board members – All board members will be required to join and actively participate in at least one standing committee. Attendance (in person or online or on the phone) at the majority of that committee's meetings is mandatory; otherwise, the Board member may be requested to step down from the Board.

Article III – Meetings and Elections

Section 1: Nominations and Election of the Board of Directors – The Board of Directors will consist of an odd number as defined in these By-Laws, and will number no less than seven (7). Nominations for the Board of Directors can be made by anyone at any time. Nominations will be accepted at any time and voted on by the Board at its next meeting provided a quorum is present. The election of the Board and its officers shall be held annually.

Section 2: Regular and Special Meetings – The Board will establish a schedule of regular meetings and designate the time and place of the meetings. Special meetings may be called by the President or the Board. Requests for special meetings can be made in writing to the Board.

Section 3: Order of Business – Board meetings will follow a standard order of business:

1. Roll call
2. Reading and approval of minutes
3. Officer reports if applicable
4. Committee reports
5. Unfinished business
6. New business
7. Adjournment

Article IV – Debt Obligations and Personal Liability

Section 1: No officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or Directors be subject to the payment of the debts or obligations of this corporation.

Section 2: A director, trustee, officer, or volunteer worker of this corporation shall be afforded the full protection allowed under La. R.S. 9:2792, 9:2792.1, and 2792.3. In addition to, and not in lieu of the foregoing, except for damage or injury caused by their willful or wanton misconduct, trustees, directors, officers, or volunteer workers of this corporation, whether or not they are compensated for their services on a salary basis, shall not be personally liable to this corporation or its members for any act or omission resulting in damage or injury (a) arising out of the exercise of their judgment in the formation and implementation of policy, or (b) arising out of the management of the affairs of this corporation provided they are acting in good faith or within the scope of their official functions and duties.

Article V – Amendments to the By-Laws

Section 1: Amendment Proposals –

1. The Board may propose changes to these By-Laws by a majority vote.
2. Amendment proposals may be submitted to the Board either in writing or at a Board meeting. The Board will consider such proposals and may adopt, modify, or reject such proposals.

Section 2: Amendments –

1. By-laws will be amended upon approval by a majority vote of the Board present at Board meetings.
2. Notification of proposed changes along with any recommendations of the Board will be mailed to all Board members of the organization at least three (3) weeks prior to the next Board meeting.

Article VI – Termination of the NLFF

Should the organization dissolve or become inoperative, any remaining money shall be disposed of according to the recommendation of the Board of Directors and consistent with applicable laws.

Amendments

Amendment I – Establishing an Executive Committee

The Executive Committee shall consist of all of the officers of the Board of Directors: the President, Vice-President, Treasurer, and Secretary

Amendment II – Responsibilities of the Executive Committee

Until such time as a Market Manager can be hired, the Executive Committee shall act in lieu of the Manager of the Ruston Farmers' Market. The Executive Committee is granted

authority to make decisions concerning the operation of the Ruston Farmers' Market as would a manager in its place.

Addenda

- I. As accepted by the Board on January 18, 2014:

Strike Article II, Section 2.3 as no longer relevant.

It previously read as follows: The corporation's first Board of Directors shall hold office from the date of the commencement of corporate existence until two years after the date hereof, or until their successors are elected and qualified at the first meeting of members to take place after incorporation. Directors elected in the first election, and at all times thereafter, shall serve for a term of one year; except that the bylaws may provide for a different term of office for some of the directors elected in the first election following incorporation, in order to introduce a system of staggered terms for directors.

- II. As accepted by the Board on January 18, 2014:

Change Article II, Section 2.4 (now Article II, Section 2.3) to read: Board members and officers may be re-elected for an unlimited number of terms.

It previously read as follows: Board members can be re-elected, but will serve no more than three terms; except that the bylaws may provide for a different term of office for some of the directors elected in the first election following incorporation, in order to introduce a system of staggered terms for directors.

- III. As accepted by the Board on January 18, 2014:

Change Article IV, Section 2 to read: A general membership meeting will be held annually at a time and place as determined by the Board. Announcement of said meeting to all association members will be made at least three (3) weeks prior.

It previously read as follows: The annual membership meeting will be held in November or December at a time and place as determined by the Board. Announcement of said meeting to all association members will be made at least three (3) weeks prior.

- IV. As accepted by the Board on July 8, 2014:

Change first sentence of Article IV, Section 1 to read: The Board of Directors will consist of an odd number of standing association members as defined in these By-Laws, and will number no less than seven (7).

It previously read as follows: The Board of Directors will consist of no less than seven (7) and no more than eleven (11) standing association members as defined in these By-Laws.

- V. As accepted by the Board on March 14, 2015:

Removed the concept of membership since very few individuals joined, other than the Board and the Vendors. Minor and major changes occurred in the following areas:

Article II, Sections 2, 4, 5, and 6.

Removed Article III entirely (Article about the concept of membership).

Former Article IV (now Article III), Section 1, and removed Section 2.

Former Article VI, Section 1.2 and Section 2.

Notification of this change was sent to Vendors who participated in the 2014 season for comment. No comments were received.

VI. As accepted by the Board on January 27, 2018:

Cleaned up leftover references to “association” (see V. in addenda above) mostly by changing references of word to “organization.”

Added Section 7 to Article II about participation by board members on committees.