

Bylaws of COASTAL HARVESTERS, Inc.

ARTICLE I. Name and Location

This corporation shall be known as COASTAL HARVESTERS, Inc. and shall maintain its primary office in Buxton, North Carolina. The Executive Board shall have full power to fix and change the location of the office of the corporation. Branch or subordinate offices may be established by the Executive Board at any place or time.

ARTICLE II. Purpose

COASTAL HARVESTERS, Inc. enhances the quality of life on Hatteras Island by providing local growers, harvesters, artists, and artisans an opportunity to sell their goods directly to consumers, to educate consumers about local foods and seasonal eating, to encourage and promote the use of local products, and to strengthen community bonds.

ARTICLE III. Membership

A. Membership Types

Application for membership shall be made in writing and payment of dues and fees specified in III.B shall be required. Memberships are not transferable; however, when the ownership of a farm/business changes, market space selection can transfer to the new owner with the original owner's date priority.

1. Charter

Charter members are vendor members who applied for vendor space at the Hatteras Island Farmers Market by May 1 of the first year of operation.

2. Vendor

Vendor members are members who have paid their one-time membership fee and have paid for vendor space at the Hatteras Island Farmers Market.

3. General

General members are members who have paid their one-time membership fee, but do not pay for vendor space at the Hatteras Island Farmers Market.

4. Honorary

Honorary members have not paid the one-time membership fee, but are given honorary memberships by the Executive Board.

B. Membership Fees

All types of members except Honorary will pay a one-time membership fee to join COASTAL HARVESTERS, Inc. The amount of this fee will be recommended by the Finance Committee and approved by the Executive Board. In addition, Vendor members will pay space rental fees. These fees will be recommended by the Market Committee and approved by the Executive Board. Additional fees may be charged subject to Executive Board approval.

ARTICLE IV. Meetings

Unless otherwise noted, COASTAL HARVESTERS, Inc. shall follow Robert's Rules of Order at all meetings. Times and locations for annual meetings and regularly scheduled Executive Board meetings shall be posted on the corporation's web site and be announced via email distribution at least 30 days prior to the meeting.

A. Annual Meetings

There shall be one (1) annual meeting of all members in October. Each eligible member shall have one (1) vote on ballot issues. Decision-making shall be by a majority vote.

B. Executive Board Meetings

Meetings of the Executive Board shall occur at least quarterly. The annual membership meeting shall count as one of the quarterly meetings. A majority vote of Executive Board members present at any board meeting, in person or by alternate, shall be required for action. A majority of the authorized number of Executive Board members shall constitute a quorum for the transaction of business at a properly called meeting. If at any time during a board meeting, Executive Board members withdraw leaving less than a quorum, action may be taken by the remaining board members if a majority of the board members required for a quorum votes affirmatively.

C. Special Meetings

Special meetings of the members may be held at any time upon the order of the President or a majority vote of the Executive Board or a petition of at least 20% of the voting members. The President shall order such a meeting.

Special meetings of the Executive Board for any purpose may be called at any time by the President or at least three (3) other board members. Notice of the date, time and location of special board meetings shall be delivered personally to each member of the Executive Board via telephone or email.

D. Written Ballots

Any action which may be taken at any annual or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every voting member. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. The ballot shall clearly specify the date by which it must be received by the corporation in order to be counted. Approval of action by written ballot shall be valid only when the majority of ballots received within the specified time period approve the action.

ARTICLE V. Executive Board

The Executive Board will be comprised of Officers, at-large Directors and the Chairs of the standing Committees. See Article VI for information about the standing committees. The President will serve as Chair of the Executive Board.

A. Directors

Directors will be responsible for the long-term strategic view of the organization. Any member of COASTAL HARVESTERS, Inc. may serve as a director. Directors shall be elected by the membership at the annual meeting for a term of one (1) year.

Duties of the directors will include, but not be limited to:

1. Perform any and all duties imposed on them collectively or individually by law or by these bylaws.
2. Develop policies and positions and create such committees as are necessary to conduct the affairs of the organization and carry out the purposes of the corporation.
3. Prescribe the duties and fix compensation, if any, of all officers, agents and employees or the corporation.
4. Appoint and remove, employ and discharge as required by these bylaws, all officers, agents and the Chair of the Executive Board of COASTAL HARVESTERS, Inc.
5. Create or cause to be created and approve for ratification by the members the annual budget and long range plan.
6. Approve all job descriptions and an annual employee roster consistent with the annual budget and long range plan.
7. Meet at such times and places as required by these bylaws.
8. Attend all regular and special meetings. Directors must arrange for an alternate to attend meetings in their absence.
9. Maintain communication with and represent the members' interests in the county of Dare and the state of North Carolina.
10. Oversee all agreements, partnerships and contracts, and to purchase, lease and sell property.
11. Serve as an arbitration board for market-related disputes.
12. Annually evaluate and report board performance regarding attendance, bylaw adherence, performance of duties and record-keeping.
13. Alter, amend or repeal bylaws, subject to ratification by a vote of the membership.
14. Arrange for an independent financial audit, if necessary.
15. Notify vendor members of changes in policy.

B. Officers

Officers will be responsible for the day-to-day operations of the organization. Officers will include a President, Vice-President, Secretary and Treasurer. The number of officers may be increased or decreased by resolutions of the Executive Board. Any member of COASTAL HARVESTERS, Inc. may serve as an officer. Officers will be elected by the membership at the annual meeting. Terms of the officers will be staggered to ensure continuity. The first President will serve a term of three years, the first Secretary will serve a term of two years, the first Vice-President will serve a term of one year and the first Treasurer will serve a term of one year. All subsequent terms for all officers will be three years.

It will be the financial policy of the corporation that checks under \$1,000 can be signed by either the President or the Treasurer. Checks over \$1,000 must be signed by both the President (or the Vice-President in the absence of the President) and the Treasurer.

1. Duties of the President

- a. Perform all duties incident to his or her office and such other duties as may be required by law, by these bylaws or which may be prescribed from time to time by the Executive Board.
- b. Act as Chair of the Executive Board of COASTAL HARVESTERS, Inc. and preside at the annual meeting of members and all meetings of the Executive Board.
- c. Serve as ex-officio member of all standing committees.
- d. Represent the corporation in county, state, national and international forums unless such representation has already been delegated by the Executive Board.
- e. Provide leadership and guide the business of the corporation and communicate regularly with committees, officers and individuals. This oversight shall include all of the activities above, the implementation of budget, policy, programs as established by the Executive Board and travel.
- f. Execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Executive Board.

2. Duties of the Vice-President

- a. In the absence of the President, at the discretion of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the President.
- b. Other duties as may be prescribed by law, the bylaws or the Executive Board.

3. Duties of the Secretary

- a. Attend the annual meeting of the members and meetings of the Executive Board and be responsible for minutes of those meetings.
- b. See that all notices and ballots are duly given in accordance with the provisions of these bylaws or as required by law.
- c. Sign, together with the President, all deeds, leases, release notes and other documents requiring official corporate execution.
- d. Be custodian of the records and seal of the corporation.

e. Perform all duties incident to the office of Secretary and other such duties as may be required by law, these bylaws or which may be assigned to him or her from time to time by the Executive Board.

4. Duties of the Treasurer

a. Undertake financial, accounting and control duties as assigned by the Executive Board.

b. Keep and maintain adequate and correct accounts of the corporation's transactions which shall be exhibited at reasonable times to any director or officer or member.

c. Oversee the financial statements to be included in any required reports, including an annual financial statement before the annual meeting.

d. Prepare a budget and quarterly projections for analysis and approval by the Executive Board and for ratification by the membership.

e. Serve as chair of the Finance Committee.

f. Perform all duties incident to the office of Treasurer and other such duties as may be required by law, these bylaws or which may be assigned to him or her from time to time by the Executive Board.

C. Filling Vacancies

Whenever any vacancy occurs on the Executive Board, such vacancy shall be filled by a member nominated and approved by a majority of the remaining members of the Executive Board. A member so appointed shall hold office for the balance of the term for which the original member had been elected.

D. Compensation

Directors shall serve without compensation except that they may be reimbursed for reasonable expenses incurred in the performance of their regular duties as specified in these bylaws.

E. Confidentiality and Conflict of Interest

All members of the Executive Board must maintain confidentiality of all issues discussed during closed session unless an item is explicitly stated and recorded in the minutes. A member of the Executive Board must excuse him/herself from discussion and voting on any issue with which he/she has a private interest or prejudice.

F. Removal of Directors, Officers and Committee Chairs

Any director, officer, committee chair or any other person appointed by the Executive Board for any function whatsoever may, after communication with the relevant individuals, be relieved of their duties by the Executive Board for any of the following reasons:

- Failure to attend two (2) meetings of the Executive Board per calendar year when not represented by an alternate or granted an excused absence.
- Failure to perform their duties as defined in the bylaws or job descriptions.

- Conflict of interest.
- Repeated interference with staff's performance of duties.

The following process for removal should be initiated only after all other options have been exhausted:

1. A member of the Executive Board places the item on the agenda of a regular meeting of the Executive Board.
2. The item passes with a two-thirds (2/3) vote of those present, assuming a quorum.
3. The person to be removed is notified, in writing, within ten (10) days of the meeting. The action to be taken and the reasons for action must be included in the notice. The person to be removed then has thirty (30) days to attempt to rectify the situation.
4. The vacancy will be filled according to the process outlined in the "Filling Vacancies" section of this document (Article V, Section C).

ARTICLE VI. Committees

The Executive Board may designate and appoint committees to advise and manage the business of the corporation between board meetings. The Executive Board may, at any time, revoke or modify any or all of the authority delegated to committees and shall arbitrate any disputes which may arise. No committee shall have the authority to amend, alter or repeal the bylaws or to substantially alter the policies or procedures of the corporation.

There will be four (4) standing committees: Finance, Long-Range Planning, Gardening and Market. The Finance Committee will be chaired by the Treasurer. Chairs of other committees will be appointed by the Executive Board. No one person shall be chair of more than one standing committee at a time unless there is a shortage of potential chairs. Other committees may be established by the Executive Board on an as-needed basis.

All committees shall keep regular minutes of its proceedings, have them filed with corporate records and report them to the Executive Board upon request. The chair of each committee shall submit a budget for committee activities to the Treasurer.

A. Finance Committee

The fiscal year of the corporation shall be from January 1 through December 31 of each calendar year. The Treasurer shall serve as chair of the Finance Committee and members of the committee will be appointed by the Executive Board. The Finance Committee shall monitor the status of the corporation, its budget and overall compliance with financial policies set by the Executive Board. The Finance Committee shall also oversee the organization's promotions and fundraising activities. The Finance Committee shall report regularly to the Executive Board regarding the financial condition of the organization.

B. Long-Range Planning Committee

The Long-Range Planning Committee shall assist the Executive Board in assessing long-term directions and forming medium-range goals and objectives for COASTAL HARVESTERS, Inc. These goals and objectives will help direct activities of committees and the Executive Board.

C. Gardening Committee

The Gardening Committee shall assist the Executive Board with finding and making workable, sustainable community gardens on Hatteras Island. The Gardening Committee shall hold classes and forums for the community on topics related to gardening given the specific conditions present on Hatteras Island. The Gardening Committee shall be responsible for scheduling workers for the community gardens, having a booth at the Hatteras Island Farmers Market and distributing food to those who cannot participate in the community gardens or are indigent.

D. Market Committee

The Market Committee shall oversee the activities of the Hatteras Island Farmers Market. The Market Committee shall develop a policy manual to be approved and published by the Executive Board for distribution to the vendor members. The policy manual will be reviewed annually by the Market Committee; any changes shall be approved by a majority vote of the Executive Board. The Market Committee shall also be responsible for establishing annual space rental fees.

ARTICLE VII. Indemnification of Directors, Officers & Employees

Any person who is involved without his consent in any legal action due to the fact that he is or was an Executive Board member, officer, or employee of the corporation shall be indemnified by the corporation against all expenses reasonably incurred by him or her in connection with or resulting from such legal action. Such expenses shall also include amounts paid by him or her with the consent of the corporation acting through its Executive Board in reasonable settlement of such actions except for those matters as to which it shall be determined that such person was derelict in the performance of his duties to the corporation. This right of indemnification shall apply to matters arising both before and after the time of adoption of this bylaw and shall not exclude any other legal right of indemnification to which such person may be entitled.

ARTICLE VIII. Corporate Records and Reports

The corporation shall keep adequate and correct books and records of account and shall keep minutes of all meetings and a record of its members. Minutes must be kept in written form. The other books and records shall be kept either in written form or in any other form capable of being converted into written form. The corporation shall keep at its principal office a copy of these bylaws as amended to date which shall be open to inspection by any member at any reasonable time. Any member shall have the right upon written request to inspect the register of membership, the accounting books and records, the bylaws and the minutes as provided by law. Each member of the Executive Board shall have the right to inspect all books, records and documents of every kind, except where such inspection may constitute a conflict of interest. The corporation will file all reports required by North Carolina state law. The fiscal year of the corporation shall be from January 1 through December 31 of each calendar year.

ARTICLE IX. Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws adopted. Proposals for changes shall be initiated by a committee or a member of the Executive Board and referred to the Executive Board for evaluation and review. Changes to the bylaws shall require a majority vote of the authorized number of members of the Executive Board (50% plus 1) and must be reported to the general membership at the annual meeting. Each time these bylaws are amended, the following language and corporate seal shall appear on the permanent record to be retained in the corporate offices of COASTAL HARVESTERS, Inc.

A total of _____ votes were cast by the Executive Board: _____ yes _____ no.

Signed _____ Date: _____

President, COASTAL HARVESTERS, Inc.