

BY-LAWS OF THE FREEDOM FARMERS' MARKET, INC. ARTICLE I PURPOSE AND GOALS

Section 1: Purpose and Powers: The purpose for which this association is formed and the powers which it may exercise are set forth in the Articles of Incorporation of the association.

Section 2: Goals: The Freedom Farmers Market, Inc. exists to foster a dynamic economic and educational connection between community members, food producers, and artisans by providing a marketplace which allows for the direct marketing of products from the original producer to the end consumer. The goal of the corporation is to operate a farmers' markets in Atlanta which serves the dual purpose of providing (1) a direct retail outlet for local farmers, value-added producers, and artisans thereby promoting local agriculture and hand-crafted goods, and (2) an alternative buying arrangement for consumers where high quality fresh, local products are available at reasonable and fair prices in an atmosphere conducive to the exchange of information and ideas between the original producer and the consumer.

ARTICLE II DIRECTORS AND OFFICERS

Section 1: General Powers: The affairs of the corporation shall be managed by the Board of Directors. The Directors must be residents of the state of Georgia or live within 150 miles of Atlanta. There shall be a minimum of three members and a maximum of [five members] of the Board of Directors. At all times there shall be no less than three members of the Board of Directors who are active market members who shall serve for indefinite terms so long as they meet the qualifications for active members set forth in Sections 2 and 6 of Article V below.

Section 2: Election: All nominations for Board of Directors should be presented to the Secretary 15 days prior to the annual meeting. Nominees must be (i) Active members of the corporation and (ii) nominated by a member of the corporation;. The nominees must be vetted and approved by a two-thirds Board vote prior to the annual meeting. The Board-approved nominees will then be presented to the members of the corporation at the annual membership meeting for a confirmation vote as described below. If there is a vacancy among the three members of the Board of Directors who are to serve indefinite terms (by resignation, failure of qualifications, or other reason), then nominations must specify a request for an indefinite term for the nominee and shall be designated as a nominee for an indefinite term prior to a confirmation vote by the members of the corporation.

Nominees to the Board of Directors shall be elected by the active members of the corporation at the annual membership meeting. A majority of those voting shall be required to elect each and every Board member. Except for the three active members of the Board who will serve indefinite terms, Board members will serve for four years. At the annual membership meeting Directors will be elected to replace those whose terms are expiring. Under extenuating circumstances the Board may allow a proxy vote.

Section 3: Election of Officers: Immediately after 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 each of whom shall hold office until the election and qualification of his/her successor. All officers must be elected from the Board of Directors then in office. All officers serve a four year term, except that active members of the Board of Directors who are serving indefinite terms who are also appointed officers shall serve indefinitely until either their resignation, removal from office in accordance with these bylaws, or removal from the Board of Directors.

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. Regular meetings should take place twice a year. (Suggested months are February and October).

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: Notice of Board Meetings: Notice of regular or special meetings of the Board may be mailed to each director, or made in person or by telephone or email. Such notice shall be given at least 7 days before a regular and 1 day before a special meeting. Board meetings may be attended by all active members of the corporation.

Section 8: Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 9: Compensation: Directors and officers as such shall not receive any stated salaries for their services.

Section 10: Removal: Any member of the Board of Directors may be removed for cause* by a two-thirds vote of the active membership voting at a special or regular membership meeting. Any active member may initiate a vote to remove, but such vote may be taken only after the active membership of the corporation has had at least 30 days and not more than 60 days written notice of the member's intention to initiate a vote to remove. The duty of the notification shall rest upon the member or members seeking the vote to remove.

*"Cause" hereunder means personal acts or omissions of grossly negligent behavior threatening or resulting in harm or loss to the corporation, the commission of a felony or a misdemeanor exhibiting dishonest behavior, or a serious violation of any ethical code of conduct promulgated by the Board of Directors pursuant to Section 1 of Article III below. Findings of "cause" by a two-thirds vote of the Board of Directors are final and binding.

ARTICLE III DUTIES OF THE BOARD OF DIRECTORS

Section 1: Management of Business: The Board of Directors shall have general supervision and control of the affairs of the corporation and shall make all rules and regulations not inconsistent with the law of the state of Georgia or with these by-laws for the management of the business and guidance of the members, employees, and agents of the corporation. This shall include a power to levy a fee for any services provided by the corporation for its members, provided the exact fees to be levied, if any, are approved by a majority vote of the Board of Directors at any regular or special membership meeting before they can go into effect. The Board of Directors shall also have the authority to promulgate and adopt by majority vote an ethical code of conduct to regulate the activities of members at events sponsored by the corporation 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 a fair market value or a reasonable amount for the services rendered.

Section 3: Bonds and 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. Members of the market will be required to produce insurance certificates as proof of liability for their individual businesses.

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 the corporation shall be REVIEWED QUARTERLY by the Treasurer.

Section 5: Contracts: The Board of Directors may authorize any officer of the corporation to execute and deliver any instrument in the name and on behalf of the corporation, and such activity may be general or confined to specific instances.

Section 6: Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

Section 7: Audits: From time to time and least once a year, the Board of Directors shall review the financial records of the corporation. 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 the corporation.

Section 8: Agreements with Members: The Board of Directors shall have the power to carry out all and any agreements of the corporation with members and others in every way advantageous to the corporation, 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 the corporation.

Section 10: Memberships: The Board of Directors shall elect new members to the corporation, terminate memberships, and reinstate memberships as stated in Article II of these by-laws.

Section 11: Observance of the Charter and by-Laws: The Board of Directors shall have the power to enforce the observance by all members of all provisions of the charter and by-laws.

ARTICLE IV DUTIES OF OFFICERS

Section 1: Duties of the President and Vice-President: The President shall: (1) preside over all the meetings of the corporation and the Board of Directors, (2) call special meetings of the Board of Directors, (3) perform all acts and duties usually performed by an executive and presiding officer, and (4) sign all papers for the Board of Directors. The President shall perform such other duties as may be prescribed by the Board of Directors. The Vice-President shall perform the duties of the President in the event that the President is unable to perform his or her duties.

Section 2: Duties of the Secretary and Treasurer: The Secretary shall keep a complete record of all meetings of the corporation and of the Board of Directors and shall have general charge and supervision of the books and records of the corporation. He/she shall serve all notices required by law and by these by-laws 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 the corporation of the Board of Directors. The Secretary shall keep a complete list of members and farm units, agents, and employees of the corporation and their addresses and telephone numbers and may issue a certificate or card to each new member. The Treasurer shall perform all duties with respect to the finances of the corporation as may be prescribed by the Board of Directors as provided in Article III, 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 the corporation which may be in their possession.

Section 3: 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 II, Section 4.

ARTICLE V

MEMBERSHIP AND DUES

Section 1: General Membership: The membership of this corporation shall be active or associate. Voting, payment of dues, and space reservations are carried out on a per vendor unit basis. A vendor unit consists of any member or group of members cooperatively producing products under one business name, including any members of their immediate families who are involved in the operation. Only active and associate members are eligible to sell at markets operated by the corporation. All members must abide by the rules, regulations, and by-laws of this corporation including the market rules which are determined by the Board of Directors. A copy of the market rules will be given to each member of the corporation. The definition of products which may be sold by members at markets operated by the corporation will be determined by the Board of Directors and included in the market rules.

Section 2: Active Members: Any individual who is actively engaged in the production of the products he/she sells, and who meets the qualifications for membership of the corporation as stated in Article V, Section 6 and the requirements set forth below, may become an active member upon application, acceptance by the Board of Directors, and payment of dues. The Board of Directors of the corporation shall have the power at any time to determine who is eligible for active membership according to the rules of the corporation and to set a limit on the number of active members according to the size and number of selling locations. A. Active members are members who represent producers/purveyors who have sold at markets operated by the corporation for 90% of the markets held during the previous season. Such members are active market members. This requirement may be changed by a majority vote of the Board of Directors. B. Active members are eligible to reserve a space for the season if available. This requirement may be changed by a majority vote of the Board. Reservations are made per member unit. The procedure for reservations will be determined by the Board of Directors. C. Active members are the voting members of the corporation. One vote is allotted per member unit. D. At least one active member of each active producer/purveyor unit must attend one general membership meeting each year. E.

Active members must allow their farms to be inspected by a committee designated by The Board of Directors whenever such an inspection is requested by the Board. F. Members must reapply annually for membership before January 1st .

Section 3: Associate Members: Any producer/purveyor who is actively engaged in the production of the products he/she sells, and who meets the qualifications for membership as stated in Article V, Section 6 and the requirements set forth below, may become an associate member upon application, acceptance by the Board of Directors, and payment of dues. The Board of Directors shall have the power at any time to determine who is eligible for associate membership according to the rules of the corporation and to set a limit on the number of associate members according to the size and number of selling locations. A. Associate members are members who represent producer/purveyor units which have sold at markets operated by the corporation for less than 90% of the markets held during the previous season or have not attended a general meeting. An associate member may also be a producer whose products are being sold through a cooperative arrangement with another market member. Such units are associate units. This requirement may be changed by a majority vote of the Board. B. Associate units are eligible to sell at markets operated by the corporation if space is available but are not eligible to reserve a space. C. Associate members may attend general membership meetings but are not voting members. D. Associate members must allow their farms/places of business to be inspected by a committee designated by the Board of Directors whenever such an inspection is required by the Board. E. Associate members must reapply annually for membership before January 1st .

Section 4: 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 before or on March 1st, or for a new member, before or on the first market attended. The payment of dues entitles the member to sell at the markets operated by the corporation for the season. An additional weekly fee as determined by the Board of Directors and approved by the members at the annual membership meeting will be collected at each market. Dues are paid per producer/purveyor unit.

Section 5: Election of Members: All applicants for active and associate memberships shall file with the Secretary a written application in such form as the Board of Directors shall determine. All applications for membership shall be presented promptly for consideration and investigation to the Board of Directors. A majority of the entire Board of Directors shall be required for the election of an active or associate member. A majority of the membership voting at any regular or special meeting may vote to waive any membership requirements imposed by the by-laws.

Section 6: Requirements for Membership: Any individual who is actively engaged in the production of the products he/she sells may apply for membership as an active or associate member of the Freedom Farmers' Market, Inc. Application for membership must be made by a prospective member at least two weeks before the first market date he/she wishes to sell. A. Members must live and produce all products being sold within the State of Georgia, or within 150 miles of the city of Atlanta. B. All members must allow an initial farm/business inspection to be conducted by a special committee designated by the Board of Directors to verify to the corporation that he/she is the original producer of all products being sold. The inspection must be carried out before an individual will be allowed to sell at any markets operated by the corporation. C. Memberships are approved as active or associate or rejected by the Board of Directors as stated in Article V, Section 5. The Board of Directors of the corporation shall have the power at any time to determine who is eligible for

active or associate membership and to set a limit on the number of members according to the size of the market being operated by the corporation. D. Members who are already marketing products cooperatively with a group of producers will be considered on a case by case basis. All products represented by the market member must qualify according to the market rules and the original producer must also be a member of the market. Cooperative marketing must be intentional and transparent: all products must be clearly identified for the market Board of Directors and for market customers as to whom the original producer of the individual products are. The primary intention of cooperative marketing must be to enhance the Freedom Farmers' Market's product availability for customers. Individual products may be disallowed based on supply from other market members. Outright reselling of products is prohibited. Members who are caught reselling products without prior approval may be asked to remove the product or be ejected from the market, based on the Board of Director's discretion.

Section 7: Transfer of Membership: Membership in this corporation is not transferable or assignable except as provided in Article V, Section 6.

Section 8: Resignation: Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 9: Termination of Membership: The Board of Directors by an affirmative vote of two-thirds of the Board members may for cause suspend for a fixed period of time or expel a member. Any member has a right to notice before such action is taken against him or her. Cause shall be deemed to include but not limited to: (1) failure to submit to or abide by any decisions made by the Board of Directors or to accept any ruling of the membership including the rules of all markets operated by the corporation, (2) selling or offering for sale any products not grown or originally produced by the member's unit or by the associate member being represented by a member unit, (3) failure to pay dues for the period fixed by the by-laws, or (4) or a serious violation of any ethical code of conduct promulgated by the Board of Directors pursuant to Section 1 of Article III above.

Section 10: Reinstatement: Upon written request signed by the former member and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the members, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 11: Property: No property rights shall accrue to any member or person and, in case of dissolution, all property assets after payment of debts shall accrue as provided in the charter. No member shall be responsible for or individually liable for any debts or obligations of the corporation.

Section 12: Agents of Members: Members may employ individuals to perform any activities or duties normally performed by the member including selling at markets operated by the corporation.

ARTICLE VI MEETINGS OF MEMBERS

Section 1: Annual Membership Meeting: The annual meeting of the members of the corporation shall be held at a time a place designated by the Board of Directors. The meeting shall be held in the first quarter of the calendar year. Section 2: Regular and Special Meetings: The Board of Directors

shall establish a schedule of regular meetings 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 President, the Board of Directors, or by not less than 25% of the active membership of the corporation. Section 3: Notice of Meetings: Notice of every annual, regular, or special meeting of members shall be prepared and mailed or emailed at least 10 days and not more than 30 days prior to the date of the meeting to the last known address of each member. Such notice will state the object or objects thereof and the time and place of the meeting. Section 4: Voting: Active members of the corporation are the voting members of the corporation. One vote is allotted per unit of active members as stated in Article V, Sections 1, 2, 3. Section 5: Quorum: Active members representing 50% of active units of the corporation shall constitute a quorum. In the event a quorum is not present, a meeting may be adjourned by those members present until a quorum can be obtained. Section 6: Order of Business: The order of business shall be: (1) Roll call of the officers and determination of a quorum. (2) Reading and disposition of minutes. (3) Report of officers. (4) Report of committees. (5) Unfinished business. (6) New business. (7) Program and/or election of Directors. (8) Adjournment.

ARTICLE VII GENERAL PROVISIONS

Section 1: Fiscal Year: The fiscal year of the corporation 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 the corporation may be inspected by any active member or his/her attorney for any proper purposes at any reasonable time. Section 3: Committees: Any business function of the corporation may be delegated to a committee of active members and community members by the Board of Directors. These committees shall investigate, plan, regulate, and oversee any function of the corporation within the approval of the Board of Directors. However, the Directors may not avoid their responsibilities for the business of the corporation by delegating to committees. A committee chairman may be elected by a committee unless otherwise provided in these by-laws.

ARTICLE VIII 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 By-Laws: These by-laws may be altered, amended, or repealed and new by-laws adopted only by a majority vote of the active voting membership at any regular or special meeting. Intention to seek a change in the by-laws 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. Amendment 1: No one vendor unit shall hold, at any one time, more than one of the following positions: President, Secretary, Treasurer, or Manager of a market operated by the corporation. Amendment 2: No one

member of the corporation may simultaneously serve as Manager of a market operated by the corporation and as a member of the Board of Directors.