

Amended May 4, 2002  
Amended June 12, 2004  
Amended March 8, 2005

**KANSAS GROWN! INC.**  
**Bylaws**

*Article 1*  
*Name and Office*

- Section 1: The name of this non-profit corporation shall be "Kansas Grown! Inc."
- Section 2: The principal office of the Corporation shall be in Wichita, Kansas. The office address is P.O. Box 771245, Wichita, Kansas 67277-1245.

*Article 2*  
*Purpose and Objectives*

- Section 1: The primary purpose of Kansas Grown! Inc. is to bring Kansas growers together. As a group, members of Kansas Grown! Inc. will accomplish the following objectives:
- (A) Develop new markets and marketing locations for Kansas grown products, as well as marketing opportunities for Kansas' producers.
  - (B) Enhance the profitability and efficiency of current markets and marketing strategies.
  - (C) Cooperate on purchases of necessary supplies.
  - (D) Cooperate on the use/or purchases of necessary equipment.
  - (E) Establish communication lines between producers to share information and ideas.

*Article 3*  
*Membership*

- Section 1: There will be three categories of membership as follows:
- (A) Producer - A producer is any person who produces agricultural products such as: fresh or dried herbs, fruits, honey, vegetables, grains, nuts, berries, plants flowers, eggs, baked goods and legally processed items and crafts (not made from kits).
  - (B) Supporter - Any member who is not actively engaged in the production of marketable products, but who wishes to encourage and sponsor the work in Kansas Grown! Inc. This is a non-voting membership category.

- (C) Ex-Officio - The Market Manager and any other individual as appointed by the Board of Directors. Membership dues are waived for ex-officio members. This is a non-voting membership category.

Section 2: Any producer who wishes to become eligible for membership in Kansas Grown! Inc. shall make application and be approved by the Membership/Grievance Committee. The requirements for membership in Kansas Grown! Inc. as a producer, include but are not limited to the following:

- (A) Producer members must be residents of the State of Kansas.
- (B) All products offered for sale must be produced in the State of Kansas. However, plant materials originating outside the State of Kansas must be held by the seller at least six (6) weeks prior to resale availability at Kansas Grown! Inc. Market.
- (C) All producers are required to adhere to all local, state and federal regulations that may be applicable to the processing and marketing of their respective products.
- (D) All members shall be bound by the Operational Rules of Kansas Grown! Inc.
- (E) All members shall be 18 years of age or older upon completing application for membership and may be required to show proof of age on their profile. Any current members not satisfying the age restrictions of this section shall automatically lose membership status, and all membership fees previously paid shall be refunded to such member.

Section 3: The membership year shall be January 1 to December 31 of each year.

Section 4: Membership dues including charges for late payment shall be established from time to time by the Board of Directors.

Section 5: Kansas Grown! Inc. reserves the right to assign the majority of memberships to residents of Sedgwick County, Kansas. However, those members who are residents of other Kansas counties at the time of execution of these Amended and Restated Bylaws, shall not have their membership status affected by their residency.

Section 6: In addition to the requirements for membership described Section 2 of this Article, the Board of Directors may from time to time establish conditions of membership which shall be contractual in nature and which shall be explained in detail in the Vendor Profile and Agreement Regarding Conditions of Membership to be executed by each member.

*Article 4*  
*Right to Vote*

- Section 1: (A) Producers whose dues have been paid for the current year shall have one vote per membership. There shall be no proxy voting.
- (B) Supporter members and ex-officio members must abstain from the voting process but may include their voice in any discussion preceding a vote by the producer members.

***Article 5***  
***Board of Directors***

Section 1: The Board of this Corporation shall consist of five (5) producer members and the market manager as an ex-officio non-voting member of the Board.

Section 2: Term of office shall be for two (2) years. At each annual meeting the members shall elect the number of Directors whose term of office has expired. Nominations for persons to serve on the Board of Directors shall be submitted by the existing Board of Directors acting by a majority vote or by the membership at large provided that a person nominated by the membership at large must receive written evidence of such nomination signed by at least 10 members who are in good standing as of the date the vote is to occur. In the event the number of nominees to serve on the Board of Directors exceeds the numbers of positions available for election, each member shall be entitled to vote for one Director and the nominees receiving the highest number of votes shall be elected to office until all open Director positions have been filled. In the event of a tie vote, all members shall be entitled to revote in a "run off election" between or among the nominees who are tied, and the person receiving the highest number of votes in this run off election shall be appointed to office.

Section 3: Following the annual meeting of members, the newly elected Board shall meet and elect a Chairman, Vice-Chairman, Secretary and Treasurer from among themselves, each of whom shall hold office until the next annual meeting and until the election and qualification of the successor. The offices of Secretary and Treasurer may be held by the same person. Candidates for each office shall be nominated by the Board. In the event more than one person is nominated for a particular office, an election will be held among the members of the Board, and the person receiving the most votes for such office shall be elected to serve. For these purposes, a Board member nominated for a particular office shall not be disqualified from voting for him or herself.

Section 4: Any vacancy in the Board, other than from the expiration of a term of office, shall be filled by appointment by the remaining members of the Board.

Section 5: A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 6: Members serving on the Board of Directors shall have their membership dues waived while on the Board.

***Article 6***  
***Powers and Duties of Directors***

Section 1: The Board, subject to the restrictions of the laws of the State of Kansas, and these bylaws, shall exercise all the powers of the Corporation. It is hereby expressly provided that the Board shall have, and is hereby given, full power and authority in respect to the matters as hereinafter set out:

- (A) To maintain the intent, integrity, and vision of the Corporation.
- (B) Select and hire a market manager, including describing manager's duties, authority and determining managers' salary.
- (C) Select and secure market site.
- (D) To prescribe, adopt and amend, from time to time, such equitable and uniform rules and regulations, as in their discretion, may be deemed essential or convenient for the conducting of business and affairs of the Corporation.
- (E) To fix uniform and reasonable stall fees for producers selling at the market.
- (F) To prepare and adopt a budget for each year which furthers the purposes of Kansas Grown! Inc., as stated in Article 2.
- (G) To contract with various agencies for advertising for the market within the restraints of the budget.
- (H) To select a bank to act as a depository of the funds of the Corporation. To determine the manner of receiving, depositing and disbursing the funds of the Corporation, and the persons who shall have authority to sign checks on behalf of the Corporation.
- (I) To work with Membership/Grievance Committee and settle any question or issue brought to the Board by the Grievance Committee.
- (J) The Board may appoint committees as necessary.

***Article 7***  
***Duties of Officers***

Section 1: Chairman. The Chairman shall preside over all meetings of the Corporation's members and the Board, call special meetings of the Corporation's members and the Board, perform all acts and duties usually performed by an executive and presiding officer, and shall sign papers of the Corporation as he/she may be authorized or directed to sign by the Board. The Chairman shall perform such other duties as may be prescribed by the Board.

Section 2: Vice-Chairman. In the absence or disability of the Chairman, the Vice-Chairman shall perform the duties of the Chairman.

Section 3: Secretary. It shall be the duty of the Secretary to keep a record of the proceedings of the meetings of the Board and of the Corporation.

Section 4: Treasurer. The Treasurer shall receive and account for all funds of the Corporation, shall deposit the same in the bank designated by the Board as a depository, and pay the amounts, or cause them to be paid out of the depository only on the checks authorized by the Board. At each annual meeting, he/she shall submit for the information of the members of the Corporation a complete statement of his/her account for the past year and he/she shall discharge such other duties pertaining to his/her office as shall be prescribed by the Board.

### ***Article 8*** ***Annual Meeting of Members***

Section 1: The annual meeting of the Corporation's members shall be held at some suitable location within Sedgwick County during the month of November. The location and date of said meeting to be determined by the Board.

Section 2: Special meetings of members may be called at any time by the Chairman or upon resolution of the Board, or upon written petition to the Chairman of the Board signed by 51% of the members of the Corporation.

Section 3: Notice of all meetings of members of the Corporation shall be given by mail to the address shown upon the books of the Corporation at least ten (10) days prior to the meeting. Such notice shall state the nature, time, place and purpose of the meeting.

Section 4: It shall be necessary for at least 15 members to be in attendance at any meeting in order to constitute a quorum for the transaction of business at any meeting of the members duly called, unless a greater number shall be required by law or by the Articles of Incorporation. Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

### ***Article 9*** ***Board Meetings***

Section 1: The Board shall meet annually following the annual meeting of members and may meet at such or other times as may be determined by the Board, or upon call providing 2 days notice, by the Chairman or any two members of the Board.

Section 2: Any meeting of the Board of Directors may be held by conference telephone or similar communications equipment by means of which all Directors participating in the meeting can hear each other simultaneously. Participating in any meeting so conducted shall constitute presence at the meeting in person by all Directors participating therein.

Section 3: Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the proposed action and if such written consent is filed in the corporation's official Minute Book containing the minutes of all meetings and proceedings of the Board of Directors. Any action so taken with the unanimous written consent of all members of the Board of Directors shall have the same force and effect as an action taken at a meeting of the Board of Directors by the unanimous vote of all Board members.

Section 4 All votes required of directors may be by voice vote or show of hands unless a written ballot is requested, which may be made by any one Director. Each Director shall have one vote. Every reference to a majority or other proportion of Directors shall refer to a majority of the five (5) elected Directors not including the Market Manager as an ex-officio member.

***Article 10***  
***Basis of Operation***

Section 1: The Corporation shall at all times be operated as a not for profit corporation for the mutual benefit of its members.

***Article 11***  
***Duties of Members***

Section 1:

- (A) To assure that all agricultural products are being produced in Kansas. Any production facility of any product sold at Kansas Grown! Inc. will be open to inspection by a review committee of Kansas Grown! Inc.
- (B) Producers are expected to participate in the markets and shall obey all the rules and regulations of the State, County, City and Corporation. Each member will be expected to promote the market and sell only quality produce.
- (C) Support and ex-officio members are encouraged to bring suggestions and ideas to the producers.

Section 2:

- (A) All members will provide a safe environment. There will be no sexual harassment, physical force, verbal or mental abuse, or other harmful experiences.

- (B) There will be no use of alcohol, tobacco or any illegal substances (or be under its influences) at any sponsored Kansas Grown! Inc. event.
- (C) All members shall be required to complete and sign the Vendor Profile and Agreement Regarding Conditions of Membership Form and to be bound by the conditions of membership stated therein as well as the Code of Conduct and Operational Rules for the Farmers Market.

***Article 12***  
***Amendment***

Section 1: These Bylaws may be amended by a vote of two-thirds of the members present at any regular or special meeting of the Corporation. Notice of any amendment to be made at any regular or special meeting of the members must be sent by mail to each current member at least ten (10) days before such meeting and must set forth the amendments to be considered.

***Article 13***  
***Membership/Grievance Committee***

- Section 1:
- (A) A membership/grievance committee shall be elected by the producer members for the purpose of reviewing and approving applications for membership, handling corrective actions, grievances and overseeing the general policing of the Operational Rules of Kansas Grown! Inc.
  - (B) The committee shall consist of five (5) members who shall be elected by the producer members and report to the Board of Directors. The nomination and election process shall be the same as provided for nomination and election of the Board of Directors.
  - (C) The committee shall elect a Chairperson to preside over all meetings and a recording Secretary to record the minutes of all meetings. A copy of all minutes shall be given to the Chairperson.
  - (D) All matters that are submitted to the committee for resolution shall be determined by majority vote.
  - (E) In the event that the committee is unable to attain a majority vote, the question at issue will be forwarded to the Board of Directors for final resolution.
  - (F) The Membership/Grievance Committee term of office shall be two (2) years. At each annual meeting the members shall elect the number of committee members whose term of office has expired.
  - (G) Any vacancy in the Membership/Grievance Committee, other than from the expiration of a term of office, shall be filled by appointment by the remaining members of the Committee.

- (H) A majority of the Membership/Grievance Committee shall constitute a quorum at any meeting of the Committee.
- (I) Members serving on the Membership/Grievance Committee shall have their membership dues waived while on the Committee.
- (J) In the event of a difference of opinion between the Grievance Committee and the Board of Directors, the decision of the Board of Directors shall control.

***Article 14***  
***Indemnification***

Section 1: The corporation shall indemnify any person as well as his or her heirs, estate and personal representatives against all expense, liability, costs, judgments and claims whatsoever incurred or sustained by any such person by reason of the fact that he or she is or was an officer or director of this corporation to the maximum extent permitted by law and the Board of Directors may but shall not be required to purchase liability insurance to meet this expense.