

MIDDLEBURY FARMERS' MARKET BY-LAWS

ADOPTED MARCH 14, 2010

ADOPTED JUNE 8, 2010

ADOPTED FEBRUARY 22, 2020

ADOPTED FEBRUARY 5, 2023

ADOPTED FEBRUARY 11, 2024

Article I: General

Section 1: Name

This organization is incorporated under the state laws of Vermont and shall be known as the Middlebury Farmers' Market Association, Inc.

Section 2: Office

The Association may have offices at such places as the Board of Directors (BoD) may from time to time appoint, or the purposes of the Association shall require.

Section 3: Objectives

The Middlebury Farmers' Market Association is organized for the benefit of farmers, small business owners, and consumers in Middlebury and the surrounding areas for the purpose of promoting, displaying, selling, and educating in Middlebury the locally produced agricultural products, home prepared foods, and crafts of area residents.

The Association will as a service to the community, allow space for Addison, other local VT counties, and non-profit organizations of a non-political, non-sectarian nature. The Association provides an opportunity for farmers, craftspeople, bakers and food artisans to sell and promote their wares.

Section 4: Limitations of Methods

The Association shall be non-political, non-partisan, non-sectarian.

Article II. Membership

Section 1. Eligibility

Any individual, home-based or farm business having an interest in the above objectives shall be eligible to apply for membership as a vendor. Applications shall be in writing on the forms specified.

1. Vendor Members – Each vendor member shall have one vote per membership. A vendor member shall be a vendor in good standing. "In good standing" will be defined as:
 - A. Membership dues are paid for the current year.
 - B. Member has fully paid for the space fee for the season, or has purchased a coupon booklet, or has paid daily table fees for every market they have attended.
 - C. Member has attended 10 or more markets within the last 12 months.

2. Removal from membership. A member will be removed if it is determined by the Board of Directors that they are no longer in good standing. Upon removal, refunds will not be issued for membership dues, daily table fees, prepaid season-long table fees, and/or coupons.

Section 2: Termination

Any member may be expelled by a majority vote of the BoD for violating the terms of the Policies and Guidelines, after notice and opportunity for a hearing is afforded to a member complained against.

If expelled by the BoD, a member must be approved by the BoD prior to being eligible to rejoin in subsequent years.

Section 3: Voting Restrictions of Members

Every voting Vendor Member of the Association as defined in Section 1, is entitled to one vote in any election, referendum or membership meeting.

Article III: Meetings

Section 1. Annual Meeting

The annual meeting of the Association shall be held prior to March 31, at such time and place as determined by the BoD. Each member of the Association shall be notified of such meeting in writing either by US Mail or email, at least ten days before the annual meeting.

At any duly called annual meeting of the Association, a number equal to one-third of the daily average number of vendors in the preceding sales season shall constitute a quorum.

Section 2. Additional Meetings

- A. Committee meetings may be called any time by the President, Vice President, or a Committee Chair. At committee meetings, a majority present shall constitute a quorum.
- B. Meetings of the BoD or of any committee may be held at a physical meeting site or through electronic means, including by telephone conferencing, video conferencing, or by means of any other online communications tool through which all persons participating in the meeting can hear each other and be heard.
- C. Special Meetings may be called at a Market in progress with no prior notice provided a quorum of Directors is present. Special meetings are, under special circumstances, not required to be warned. Minutes of such meetings will be recorded and filed by the secretary.

Section 3. Board of Director Meetings

Meetings of the BoD may be called by the President or the BoD to conduct the business of the Association. All BoD meetings will be warned, an exception would be a Special Meeting.

- A. Each member of the Association shall be notified of such meetings in writing either by US Mail or email, at least ten days before each meeting.

- B. BoD actions and/or votes must be agreed to by a majority vote at a properly called BoD meeting.
- C. Participation by a Director or a committee member in a meeting, whether in-person or through electronic means, shall constitute presence in person at such meeting.
- D. A quorum of at least 50% of the elected BoD must be present in order to conduct business

Article IV. Board of Directors

Section 1: Election of the Board of Directors

The Directors of the Association will consist of seven Directors elected by the approved voting members at the Annual Membership Meeting. These seven BoD members will conduct their first meeting immediately following the Annual Meeting, once the membership is excused. The Officers will be elected at this meeting by the BoD. The Officers shall be President, Vice President, Secretary, and Treasurer. The three remaining positions will be Directors: Membership Coordinator, and two At-Large Members; each of whom shall be elected for two-year terms by the BoD. Other important business may also come before the BoD during that meeting.

Section 2: Duties of the Board of Directors and Officers

The BoD shall act for the membership between annual membership meetings in the absence of a quorum.

- A. The BoD will establish, yearly, the annual membership dues and the seasonal and daily space fees and the weekly markets and holiday or special markets fees, as well as any other financial decisions.
- B. Market, Committee, and Program Coordinators will be appointed annually and be responsible for reporting to the BoD.
- C. The President shall be the head of the Association and shall preside at all meetings of the membership. S/He shall, with the counsel and advice of the Vice President, determine the need for ad hoc committees and assist in the selection of the ad hoc committee personnel. S/He shall serve as chair of the BoD meetings. S/He shall sign all deeds, contracts and other instruments affecting the operation of the Association or any of its properties. S/He shall sign all formal documents of the Association.
- D. The Vice President shall serve as first voluntary assistant to the President of the Association and perform the duties of the President when the President is absent.
- E. The Treasurer shall serve as the Treasurer of the Association and sign all checks authorized. S/He shall be the technical custodian of all the funds of the Association and shall present an annual financial report to the members of the Association at the annual meeting. The books and records may be opened for inspection by any current Director.
- F. The Secretary shall act as agent for service of process, and shall conduct the correspondence, and preserve the records, documents and communications, maintain an accurate record of the proceedings of the Association, the Annual Meeting and BoD Meetings.
- G. The Membership Coordinator shall enroll members and maintain accurate records of the membership.

H. At-Large Members shall have defined tasks, as needed, by the BoD.

Section 3: Director Vacancies and Removal

A. Removal of Directors: The BoD may remove any Director, agent, or contractor, by a simple majority vote, after having provided a written warning, if such action, in their judgment, is in the best interest of the Association.

B. Vacancies: The BoD may fill any vacancies in offices, regardless of the cause of such vacancy, for the remainder of the current term, by a simple majority vote of the BoD.

Article V. Committees and Divisions

Section 1: Appointment and Authority

The President shall appoint all committees except the Nominating Committee. The President shall authorize and define the powers and duties of all standing and special committees, except those committees whose function is set forth in these By-Laws. The President shall be ex officio a member of all committees except the Nominating Committee RONR (11th ed.), p.433, ll. 17-20.

Section 2: Limitation of Authority

No committee shall take or make public any formal action or make public any resolution or in any way commit the Association on a question of policy without first receiving approval from the BoD. Special committees shall be discharged by the President when their work has been completed and their reports accepted or when, in the opinion of the BoD, it is deemed wise to discontinue the committee.

Article VI: Finances

Section 1: Funds

All monies paid to the Association shall be placed in a general operating fund.

Section 2: Disbursements

No obligations or expense shall be incurred and no money appropriated without prior approval of the BoD. Upon approval of the budget by the membership at the annual meeting, the Treasurer is authorized to make disbursements on account and expenses provided for in the budget without additional approval of the membership. Disbursements shall be by check. Checks shall be signed by either the Treasurer or the President. In the absence of either or both, another approved Director may sign.

Section 3: Assets and Income

The assets and income of the Association shall be used for the carrying out of the purposes of the Association. No part of the assets or income of the Association shall be distributable or inure to the benefit of its members or BOD except in the form of reasonable compensation to employees.

Section 4: Fiscal Year

The fiscal year of the Association shall close on December 31.

Article VII: Parliamentary Procedures

Section 1: Authority

The Middlebury Farmers' Market Association, Inc. will be managed solely by its Board of Directors.

Parliamentary Procedures will be aligned with selective and appropriate sections of the latest rules of Roberts' Rules of Order as revised.

Article VIII: Amendments

Section 1: Approval

All proposed amendments of these By-laws shall first receive the approval of a majority of the BoD prior to consideration by the membership.

Section 2: Revision

These By-Laws may be altered, amended, repealed or restated by:

- a) A majority vote of the BoD
- b) A resolution proposed, seconded, and approved by a majority vote of the qualified voting membership, subject to subsequent amendment or repeal by the BoD. By-Laws will be reviewed by the Association's BoD prior to the annual meeting at least once every five years.

Section 3: Dissolution

In the event of dissolution of the Association, all assets remaining after the payment of the Association's liabilities and obligations shall be applied and distributed to local tax-exempt organizations or dedicated to an exempt charitable purpose. Application and distribution of said assets shall be in accordance with a dissolution plan adopted by the Association's BoD.