

# North Atherton Farmers' Market

## By-Laws

### Article I – Name

This organization shall be known as the North Atherton Farmers Market.

### Article II– Purpose

The purpose of the North Atherton Farmers Market is to organize, administer and promote a producer-only market for farmers in the central region of Pennsylvania. The North Atherton Farmers Market will conduct business on a non-profit basis. No part of its funds will be paid to members, officers or associated persons except to pay a competitive fee when like services must be sought outside the North Atherton Farmers Market. The North Atherton Farmers Market will not lobby, participate or intervene in political events and campaigns.

### Article III - Membership

Membership to the North Atherton Farmers Market is open based on equality of opportunity and consists of one family or partnership. Application for membership can be submitted on an ongoing basis. New vendors will be admitted into the North Atherton Farmers Market based on adherence to all criteria for new members, the availability of market space and in order of the date that their application was received.

#### **1. Seniority**

- a. Membership seniority will be based on date of entry into the membership and should the membership be required to reduce its roster the last member(s) will be the first to leave the membership.

#### **2. Provisional Membership**

- a. Vendors are considered Provisional Members until the completion of their first market season and will be voted into full membership or refused membership by vote of the Board of Directors.

#### **3. Full Time Membership**

- a. Full-Time Members of North Atherton Farmers Market shall consist of vendors that meet all of the following criteria:
  - i. a vendor who has completed an application for consideration to the **Board of Directors**;
  - ii. a vendor who has been accepted into the North Atherton Farmers Market by vote of the Board of Directors;
  - iii. a vendor who is current in payment of all annual full-time member market fees;
  - iv. a vendor who has agreed to abide by the established market Rules and By-Laws;
  - v. a vendor who intends to be present for the full market season;
  - vi. a vendor who conducts their farming/producing within a reasonable distance to the market venue;
  - vii. a vendor who abides by the producer-only rule of the North Atherton Farmers Market with agricultural products of which they personally have a entirely or a significant involvement in the production of that product;
  - viii. a vendor who agrees to meet reasonable standards of ethics and integrity.

#### 4. Guest Membership

- a. Guest Members of North Atherton Farmers Market shall consist of vendors that meet all of the following criteria:
  - i. a vendor who has completed an application for consideration to the **Board of Directors**;
  - ii. a vendor who has been accepted into the North Atherton Farmers Market by vote of the Board of Directors;
  - iii. a vendor who is current in payment of all member market fees;
  - iv. a vendor who has agreed to abide by the established market Rules and By-Laws;
  - v. a vendor who intends to be present between 1-7 weeks of the market season, but not the full market season;
  - vi. a vendor who conducts their farming/producing within a reasonable distance to the market venue;
  - vii. a vendor who abides by the producer-only rule of the North Atherton Farmers Market with agricultural products of which they personally have a entirely or a significant involvement in the production of that product;
  - viii. a vendor who agrees to meet reasonable standards of ethics and integrity.
- b. Guest Vendors have no voting privileges and cannot serve on the Board of Directors

#### 5. Leaves of Absence

- a. Any member may request a **Leave-of-Absence**. Requests will be directed to the Board of Directors and decisions about approval of leaves will be made as needed. A member on an approved Leave-of Absence will retain full membership and seniority status for the following year. Consecutive and mid-season leave requests may result in loss of membership and will be handled on a case-by-case basis. Refunding of fees due to leaves will be handled on a case-by-case basis.

### **Article IV – Suspension/Termination of Privileges and/or Membership**

All members are expected to be truthful in dealings with other members and the consumers. Submitting false information of the legitimacy of a member operation is a serious offense, and may result in suspension or termination. Candidates for membership and existing members agree to allow any member of the Board of Directors to inspect their place of business and, if asked, provide evidence to refute claims of any questionable practice if requested.

#### 1. Suspension of Privileges

Member privilege to sell at the North Atherton Farmers Market is based on compliance with the By-Laws and Rules. Privileges may be suspended for a period of time if a member is in non-compliance. The President shall issue verbal warning of potential for suspension of privileges as the need arises. The Board of Directors shall meet to discuss potential action against a member. Members shall have the right to appeal, in writing, suspension of privileges to the Board of Directors, including any documents, which would remedy the cause for suspension. The Board of Directors will review the appeal at a meeting and will decide to immediately reinstate the member or continue with suspension.

#### 2. Termination of Membership

Membership in the North Atherton Farmers Market may be terminated by the **Board of Directors** for serious action(s) harmful to the North Atherton Farmers Market or its' purpose. The President will notify the member of reasons for termination in writing and the privilege to sell will be revoked upon receipt of this notice. The member shall have the right to appeal their termination within (10) ten calendar days from the date of the notice. **The Board of Directors** will hold a meeting as soon as possible to discuss the

appeal. The member facing possible termination will be invited to attend the meeting to provide a response in person to the **Board of Directors**. Termination of membership must be made by a **quorum of the Board of Directors**. Of those present, a majority vote will decide. A formal vote may be dispensed with if a call for consensus determines there are no objections. The decision of the **Board of Directors** shall be final.

## **Article V - Officers and Board of Directors**

### **1. Officers – Purpose, Description and Duties**

- a. The **Officers** of the North Atherton Farmers Market shall be composed of a (1) President (2) Vice President (3) Secretary, and (4) Treasurer. Officers are elected for the purposes of fulfilling the purpose of the North Atherton Farmers Market. Officers will be elected by the membership at the annual member meeting by a majority vote of the members present. Officers will each serve for two years and shall serve until replacements are elected. In the event of a long-term absence the Board of Directors will appoint a temporary replacement to complete the term of the absent Officer(s). Elections will take place as follows to maintain consistency of North Atherton Farmers Market decisions and management issues:
  - i. President and Treasurer elected during odd numbered years
  - ii. Vice President and Secretary elected during even numbered years
  
- b. The **Officers duties** shall be:
  - i. **President:**
    1. To enforce the By-Laws and Rules of the North Atherton Farmers Market
    2. To plan and lead meetings
    3. To manage current membership and potential membership
    4. To manage decisions and important information for the conduct of future meetings
    5. To appoint committees
    6. To enforce collection of dues, if dues are not received
    7. To manage communications of the market electronically, in print or otherwise
    8. To attend meetings to represent the market as needed
    9. To assist other Officers as needed
  - ii. **Vice President:**
    1. To assist the President with the President's duties as needed
    2. To carry out the duties of the President if the President is absent or otherwise unable to serve at meetings or on market day
    3. To attend meetings to represent the market on behalf of the President or as needed
    4. To assist other Officers as needed
  - iii. **Secretary:**
    1. To keep a record of all meetings, all decisions made at the meetings and to help manage meetings
    2. To provide copies of the meeting minutes to members
    3. To maintain contact and detailed information about the current membership
    4. To manage the receipt and maintenance of members agreements, applications, contracts, proof of insurance, permits or licenses
    5. To assist the President with management of communications of the market, electronically, in print or otherwise
    6. To attend meetings to represent the market on behalf of the President or as needed

7. To assist other Officers as needed
- iv. **Treasurer**
  1. To collect all membership fees
  2. To pay all space rental fees, permits, licenses, agreements, advertising fees, EIN, etc.
  3. To pay all market bills
  4. To manage deposits, writing of checks and withdrawals
  5. To manage the North Atherton Farmers Market budget and maintain a bank account
  6. To keep a record of all items listed in these duties
  7. To prepare a financial report for the annual member meeting and upon request of the other officers or committees
  8. To attend meetings to represent the market on behalf of the President or as needed
  9. To assist other Officers as needed

## 2. Board of Directors-Purpose, Description and Duties

- a. The **Board of Directors shall manage** the routine affairs of the North Atherton Farmers Market and interpret the By-Laws and Rules. They shall administer at the annual member meeting and whenever an important or emergent decision is needed.
- b. The Board of Directors shall be composed of (1) the President, (2) the Vice President, (3) the Secretary, (4) the Treasurer, and (5) 1 Member-at-Large (to be re-voted on every year) of the North Atherton Farmers Market. Any Board of Directors member may be removed from office by a majority vote of the membership at any regular meeting or a meeting called for that purpose.
- c. **Duties of the Board of Directors** shall be:
  - i. To ensure that any decision made by the Board of Directors is made based on a quorum
  - ii. To have general charge of the activities of the North Atherton Farmers Market including the power to authorize the Treasurer to pay bills
  - iii. To meet at the request of the President or Vice President, or in their absence, or at the request of four or more market members
  - iv. To sponsor any advertising or promotion and request support from various municipalities and other entities for promoting the successful operation and expansion of the North Atherton Farmers Market
  - v. To appoint additional committees as deemed necessary
  - vi. To fill vacancies of any Officer position between meetings of the general membership at its discretion
  - vii. To amend the By-Laws and Rules for the day-to-day operation of the market and to bring those changes before the membership for a vote of approval at the annual member meeting
  - viii. To ensure that the North Atherton Farmers Market is in compliance with all federal, state and local rules or regulations affecting the operation of the market
  - ix. To request an audit of the North Atherton Farmers Market financial records
  - x. To hear complaints and to take action to ease such complaints
  - xi. To investigate any suspicion of questionable practices by any member and to enforce suspension or termination as described in these By-Laws in Article III. Any member(s) of the Board of Directors involved in conduct requiring Board of Directors action shall be excused from discussions and voting relating to that case
  - xii. To approve the spending of market monies
- d. For the North Atherton Farmers Market, the quorum will consist of 80% of the Board of Directors.

Of those present, a majority vote will decide market matters. A formal vote may be dispensed with if a call for consensus determines there are no objections.

## **Article VI - Committees**

Committees may be formed as needed to ensure successful operation of the North Atherton Farmers Market. The President or Board of Directors will appoint all committees from the membership of the North Atherton Farmers Market. Committees shall recommend the spending of monies or the hiring of services to complete their assignment and receive approval from the Board of Directors for spending or to enter into a contract.

## **Article VII– Meetings**

### **1. Meetings**

- a. At least **one annual member meeting** shall occur in the first quarter of the calendar year to nominate and elect members of the Board of Directors, report to the membership on the state of the market, and conduct other business as needed. It is expected that members attend this meeting.
- b. **Additional meetings** shall be held by or at the request of the President or by a quorum of the Board of Directors to conduct business as needed.

### **2. Meeting Conduct**

- a. All meetings of this North Atherton Farmers Market will be conducted in an orderly fashion.
- b. Meetings will be held in person when at all possible with other meeting formats (e.g., teleconference, email, etc.) being utilized when in person meetings are not possible.

### **3. Meeting Notification**

- a. Members shall be notified of any meeting at least one month prior to the date of the meeting.
- b. Notification will be made via any means possible including email, telephone, personal communication, letter, etc.

### **4. Voting and Quorum**

- a. All full-time members in good standing shall have the privilege of voting at meetings of the North Atherton Farmers Market. Guest and Provisional Members do not have voting privileges.
- b. Each membership may have one vote.
- c. For the North Atherton Farmers Market, the quorum will consist of 40% of the membership. Of those present, a majority vote will decide market matters. In case of a tie, the President may cast an additional deciding vote. A formal vote may be dispensed with if a call for consensus determines there are no objections.

## **Article VIII– Contracts**

The Board of Directors may authorize any Officer or agent of the North Atherton Farmers Market to enter into a contract or execute and deliver an instrument in the name of and on behalf of the North Atherton Farmers Market. Such authority may be general or confined to specific instances.

## **Article IX – Records**

Every member shall have the right to examine, for any reasonable purpose, the books, records, roster of membership, and other appropriate records of the North Atherton Farmers Market. Members shall not divulge sensitive information to outside sources without the consent of the Board of Directors.

## **Article X – Dues and Liquidation**

1. **The annual dues** shall be determined by the membership at the annual member meeting and may be adjusted by the Board of Directors if the need arises. Dues are payable to the North Atherton Farmers Market.
2. **All dues shall be paid in full or half before the start** of the North Atherton Farmers Market. Exceptions will be made on a case-by-case basis.
3. **In the event of liquidation or dissolution** of the North Atherton Farmers Market, all remaining funds in the treasury shall be distributed to an established local non-profit organization to be determined by the Board of Directors, after satisfying all debts and other obligations of the North Atherton Farmers Market.

### **Article XI– Amendments to By-Laws**

The articles outlined herein may be amended by a two-thirds majority of a quorum of the membership present at the annual member meeting, providing that a notice of at least 1 month of such revisions or amendments has been provided to members.

### **Article XII– Spending Monies**

Proceeds derived from fees collected or other sources shall be used to pay operating, marketing, or any other costs associated with the smooth and successful running of the North Atherton Farmers Market. The Board of Directors must approve all expenditures.

### **Article XIII – Market Rules**

The Rules for conducting business at the market shall be defined in a separate document. The Rules shall be subject to change, as needed, by the Board of Directors and the voting membership. Each change to the Rules is subject to a final vote by the majority of a quorum of the membership present. Each member shall then be provided with an amended, dated, version of the Rules.

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