

**MIDDLEBURY FARMERS' MARKET
BY-LAWS**

As adopted on March 14, 2010

And amended June 8, 2010

Article 1: 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 corporation may have offices at such places as the Executive Board may from time to time appoint, or the purposes of the corporation shall require.

Section 3: Object

This Association is organized for the benefit of farmers, landowners, and consumers in the Middlebury area for the purpose of educating, promoting, displaying, and selling in Middlebury the locally produced agricultural products, home-prepared foods, and crafts of area residents.

The Middlebury Farmers' Market will, as a service to the community, allow space for Addison County Non-Profit organizations of a "non-political, non-partisan, non-sectarian" (wording from Article 1, Section 4 of By-Laws) nature.

Section 4: Limitation of Methods

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

Article II: Membership

Section 1: Eligibility

Any reputable individual, family, or farm business having an interest in the above objectives shall be eligible to apply for membership. Applications for membership shall be in writing on the forms specified.

Section 2: Dues

Membership dues shall be at such rate or rates, schedules or formulas as may be from time to time prescribed by the general membership, payable annually.

Section 3: Termination

Any member may be expelled by a majority vote of the Executive Board for violating the terms of the membership agreement, after notice and opportunity for a hearing is afforded to a member complained against.

Section 4: Voting Restrictions of Members

Every member of the Association in good standing 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 Executive Board, and notice thereof mailed to each member at least ten days, postally or electronically, before said meeting.

Section 2: Additional Meetings

- A. General meetings of the Association may be called by the President at any time or upon petition in writing of four members in good standing. Notice of such meetings shall be mailed to each member at least seven days, postally or electronically before each meeting.
- B. Committee meetings may be called any time by the President, Vice President, or Committee Chair.

Section 3: Quorums

- A. At any duly called general meetings 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.
- B. At committee meetings, a majority present shall constitute a quorum.

Article IV: Officers

Section 1: Election of Officers

The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, Membership Administrator and At-large Members; each of whom shall be elected for two-year terms by the members at the annual meeting of the members of the Corporation.

Section 2: Duties of Officers

- A. 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 and Coordinator, 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 Executive Committee. 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.

B. The Vice President shall serve as first voluntary assistant to the President of the Association and perform the duties of the President in the absence of that officer.

C. 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 shall be opened for inspection by any member of the Executive Board.

D. The Secretary shall act as agent for service of process, and shall conduct the correspondence, preserve the records, documents and communications, maintain an accurate record of the proceedings of the Association, the General Membership and Executive Board meetings. S/He shall prepare and maintain a statement of all Association policies, as determined by the Executive Board, and shall recommend a plan whereby such policies may be re-examined, reaffirmed, or rescinded by the Executive Board.

E. The Membership Administrator will enroll members and maintain accurate record of the membership.

F. At-Large Members shall have defined tasks, as needed, by the Executive Board.

Section 3: Executive Board

The Executive Board shall consist of the President, Vice President, Treasurer, Secretary, Membership Administrator and 2 At-Large Members. The Executive Board shall act for the general membership between regular membership meetings in the absence of a quorum thereof, except with respect to Article VIII, Section 2, regarding revisions of these By-laws.

Article V: Committees and Divisions

Section 1: Appointment and Authority

The President shall appoint all committees. 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.

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 Executive Board. 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 Executive Board 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 Executive Board. Upon approval of the budget by the general 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 general membership. Disbursements shall be by check. Checks shall normally be signed by either the Treasurer or President. In the absence of either or both, another approved officer may sign.

Section 3: Assets and Income

The assets and income of the Corporation shall be used for the carrying out of the purposes of the Corporation. No part of the assets or income of the Corporation shall be distributable or inure to the benefit of its members or officers 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 proceedings of the Association shall be governed by and conducted according to 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 Executive Board prior to consideration by the general membership.

Section 2: Revision

These By-laws may be amended or altered by a two-thirds vote of the members present at any regular or special meeting of the Association called for that purpose and provided proper notice has been given to the entire membership. By-laws will be reviewed by the Executive Board prior to the annual meeting at least once every five years.

Section 3: Dissolution

In the event of dissolution of the Corporation, all assets remaining after the payment of the Corporation'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 Corporation's Executive Board.