

MIDDLEBURY FARMERS' MARKET
BY-LAWS

As adopted on March 14, 2010
And amended June 8, 2010
And amended February 22, 2020

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. ("Association").

Section 2: Office

The Association may have offices at such places as the Officers 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 the Middlebury area 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 County 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. In addition, these businesses provide an opportunity for consumers to have a direct relationship

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. 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.
2. Associate Members – Any person, family, corporation or corporate entity may become an associate member of the market by submitting an application, checking the non-vendor box and paying annual membership dues for the current year.

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 Officers for violating the terms of the membership agreement, after notice and opportunity for a hearing is afforded to a member complained against.

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

Section 4: Voting Restrictions of Members

Every Voting 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 Officers. Each member of the Association shall be notified of such meeting in writing either by US Mail or email, at least ten days before each 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. 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. Committee meetings may be called any time by the President, Vice President, or a Committee Chair.

C. Meetings of the Officers 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.

Section 3. Officer Meetings

Meetings of the Officers may be called by the President as necessary to conduct the business of the Association.

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. Officer actions and/or votes must be agreed to by a majority vote at a regular or properly called meeting.
- C. Participation by an Officer 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 Officers must be present in order to conduct business

Section 4: Quorum

- 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 Association shall be President, Vice President, Secretary, Treasurer, Membership Coordinator, and 2 At-Large Members; each of whom shall be elected for two-year terms by the voting members at the annual meeting of the members of the Association.

Section 2: Duties of Officers

The Officers 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.

- 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 Officer 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.
- 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 current Officer.
- D. 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 General

Membership and Officer Meetings. S/He shall prepare and maintain a statement of all Association policies, as determined by the Officers, and shall recommend a plan whereby such policies may be re-examined, reaffirmed, or rescinded by the Officers.

E. The Membership Coordinator shall enroll members and maintain accurate record of the membership.

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

Section 3: Officer Vacancies and Removal

A. Removal of Officers - The Officers may remove any Officer, 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 Officers 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 Officers.

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 Officers. 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 Officers 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 Officers. 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 be signed by either the Treasurer or the President. In the absence of either or both, another approved officer 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 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 Officers 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 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 Association's Officers 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 Officers.