



BY-LAWS OF THE Elgin Farmers' Market ASSOCIATION

DATE APPROVED 3-22-12

1. **PURPOSE:** The Association sponsors, develops, and promotes local "Farmers' Markets". The primary purpose of the Association is to provide area farmer members direct retail markets for their farm products that are free of competition from resellers. Secondly, the consumer benefits from having markets which he can trust to supply fresh, high quality, locally grown produce. The Association will educate consumers concerning quality and seasonal availability of locally grown produce. The Association operates its Markets and conducts its other business in accordance with all governmental laws and regulations.
2. **MEMBERSHIP ELIGIBILITY:** All farmers, gardeners and non-agricultural producers who are willing to accept the stipulations set forth in the Membership Agreement are eligible for Full Membership. The Membership Agreement specifies that: a) The Member will agree to offer for sale at Association sponsored markets only sellable quality products that he has produced in Texas. b) The Member will agree to provide any proof of productions that are requested by the Board.
3. **MEMBERSHIP TERMINATION:** Any Member found to have violated the Membership Agreement or Market rules may be removed from membership in the Association by action of the President and Board of Directors. Terminated Members are denied the rights of membership for one or more years as decided by the President and Board of Directors.
4. **BOARD OF DIRECTORS:** The Board of Directors will be made up of five members. A single Director is elected to a three-year term each year at an annual general membership meeting. Director vacancies occurring due to any cause may be left vacant for the duration of the term or they may be filled by appointment which will be made by the remaining Directors.
5. **OFFICERS:** The Board will appoint Directors or other members to fill the offices of President, Secretary, and Treasurer for a term of three years and will specify and fill other offices, as it sees fit. Officers serve at the pleasure of the Board of Directors.
6. **BOARD MEETINGS:** Meetings of the Board of Directors may be called by the President or by a Board Member. Board meetings may be attended by Officers as well as Directors. In the absence of urgent business, seven days written or oral advance notice of meetings must be given to each Officer and Director. For urgent business, a series of telephone calls or other communication may be considered a meeting. Decisions made by the Board must be approved by at least two Directors.
7. **GENERAL MEMBERSHIP MEETINGS:** The President will call general membership meetings at least once per year. All members must be notified of the time and locations of the meetings no less than 10 days in advance. Except for By-Laws changes, decisions made at general membership meetings must be approved by a majority of Full Members voting. Votes may be cast in person or by proxy.

8. Elgin Farmers' Market waives the right to bring a lawsuit against Texas Certified Farmers Market without first submitting a dispute to alternative dispute resolution (including mediation or arbitration) as outlined by the Texas Certified Farmers Market Board of Directors.
9. **ARCHIVES:** The archives of the Association consist of these By-Laws and the minutes of all Association meetings. The archives are the written law by which the Association operates and will be available to all members.
10. **DUTIES OF OFFICIALS:**
 - a. **PRESIDENT:** The President will set the time and location of meetings of both the General Membership and the Board of Directors. He will instruct the Secretary of meeting notification requirements. He will preside at all meetings. The President will act as the Association's advocate and representative in all public relations.
 - b. **SECRETARY:** The Secretary is responsible for maintaining the current membership list. He will ensure that minutes of all meetings are taken, legibly written and certified by attending officials. He will handle all Association correspondence. The Secretary has custody of the Association's archives and is responsible for upkeep and updating of the archives. The Secretary is to allow any member access to the archives.
 - c. **TREASURER:** The Treasurer is responsible for handling the Association's money and financial records. He is to select a federally insured financial institution to provide a checking account and other financial services to the Association. The Treasurer will allow any member access to the Association's financial records.
 - d. **DIRECTORS:** The Board of Directors and the President are to make all decisions required to carry on the business of the Association as specified in these By-Laws and will:
 1. set the rules under which sponsored Market operate
 2. institute and set fees and penalties that it deems appropriate,
 3. approve or disapprove all applications for Association membership and
 4. determine if Membership Agreements have been violated and will terminate the membership of any Member found to be violating the Membership Agreement.

Decisions will be approved by a majority vote except the reinstatement of a terminated vendor will require a unanimous vote.

11. **CONFLICT OF INTEREST:** When transactions occur that involve the Association and a Member (personally or with their business), if the transaction exceeds \$500, the transaction shall be presented to the Members for approval. If the transaction is less than \$500, then the Board of Directors must approve the transaction. In all cases, the Member who is involved in the transaction shall abstain from voting.
12. **BY-LAWS REVISION:** These By-Laws may be modified only under the conditions:
 - a. The Membership is notified of the specific proposed changes at least 30 days in advance of the election.
 - b. The changes must be approved by two thirds of the Full Members attending the election meeting.
13. **DISSOLUTION:** The Board of Directors may dissolve the Association only by unanimous agreement. After all the Association's obligations have been met, the remaining assets may be transferred to a successor organization, an organization with similar purposes, or they may be donated to a non profit charity, at the discretion of the Board.

ATTACHED:

1. CODE OF ETHICS & PROHIBITION & DISCLOSURE OF CONFLICTS OF INTEREST
2. WHISTLEBLOWER POLICY
3. RECORDS RETENTION POLICY

