



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

RIVER VALLEY FARMERS' MARKET
CODE OF ETHICS AND PROHIBITION AND DISCLOSURE
OF CONFLICTS OF INTEREST

ARTICLE I

The purpose of this policy is to establish a code of ethics for the leadership of the River Valley Farmers' Market in addition to the applicable standards required by laws of interest and disclosing actual and potential conflicts of interest.

ARTICLE II

Persons Subject to This Policy

This policy applies to the officers, board of directors and members of councils and committees of the Organization.

ARTICLE III

Code of Ethics

Persons subject to this policy owe the duty of loyalty to the Organization that requires the faithful pursuit of the interests of the Organization rather than the person's own financial or other interests or those of another person or organization. The persons subject to this policy should:

- A. Faithfully pursue the interests of the Organization rather than the Person's own financial or other interests.
- B. Act in good faith with the care of an ordinary, prudent person in a like position would exercise under similar circumstances, and in a manner that is believed to be in the best interest of the Organization.
- C. Act at all times in a manner that is loyal to the governing principles of the Organization and to the members of the Organization.
- D. Follow the constitution, by-laws and policies of the Organization.
- E. Comply with government laws and regulations applicable to the Organization
- F. Treat members and employees of the Organization with respect, dignity and fairness.
- G. Maintain confidential information about the Organization in a confidential manner.
- H. Refrain from, and fully disclose, any conflicts of interest.

ARTICLE IV
Definitions of Conflicts of Interest

A person subject to this policy has a conflict of interest if:

- A. the person is a party to a contract or involved in a transaction with the Organization for goods or services
- B. A person, or a family member of any such person, has a material financial interest in a transaction involving the Organization or an entity in which the person or family member is a person in control, an owner of all or part or has any other legal relationship with the entity.
- C. A person is involved in a transaction or takes a position that may create the appearance of a conflict.

ARTICLE V
Procedures Regarding Conflicts of Interest

Prior to participation in matters regarding the Organization, if a person knows of a conflict of interest or a matter giving the appearance of a conflict of interest, the person shall disclose to the Organization, through the president, executive director or person in charge of a particular function or meeting, the presence of the conflict. A person having a conflict of interest shall not participate in a discussion, consideration, decision or vote regarding the matter in which the person has a conflict. If a decision or vote is to be made by a board, council or committee and the person is a member of the board, council or committee, the minutes of the meeting shall reflect that the person did not participate due to a potential conflict.

ARTICLE VI
Review of Policy and Disclosure of Conflicts

At the time a person subject to this policy assumes a position with the Organization, the person shall review this policy. The person shall, at all times, remain familiar with the provisions of this policy. At least annually, the person shall disclose in writing to the Organization the person's awareness of the policy and a statement that the person has complied with the policy.

RIVER VALLEY FARMERS' MARKET

WHISTLEBLOWER POLICY

General

River Valley Farmers' Market ("Organization") Code of Ethics and Conflict ("Code") requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Organization prior to seeking resolution outside the Organization.

Reporting violations

The Organization has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the President or anyone in management whom you are comfortable in approaching. Members are required to report suspected violations of the Code of Conduct to the Organization's Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the Organization's open door policy, individuals should contact the Organization's Compliance Officer directly.

Compliance Officer

The Organization's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his or her discretion, shall advise the Executive Director and/or the audit committee. The Compliance Officer has direct access to the audit committee of the board of directors and is required to report to the audit committee at least annually on compliance activity. The Organization's Compliance Officer is appointed by the President and announced at the annual meeting.

Accounting and Audit Matters

The audit committee of the board of directors shall address all reported concerns or complaints regarding accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Records Retention Policy

It is the policy of the Organization to maintain records necessary to serve its members, conduct the business of the Organization and meet applicable laws and regulations. It is also the policy of the Organization to properly dispose of records that are no longer necessary in order to provide for an efficient working environment, reduce the cost of records maintenance and prevent employees from maintaining records that are no longer necessary.

The following table provides the minimum requirements for retention of certain types of documents. Documents covered by this policy include typed, printed or handwritten documents, documents maintained in electronic form and documents on hard drives, computer servers or other electronic storage.

The destruction of documents including the method of destruction, is under the direction of the Executive Director and Directors of the Organization. If there is any question about whether documents should be maintained, the decision will be made by the Executive Director.

If any document is subject to or involved with any litigation or administrative proceeding, the document should be retained until approved for destruction by the Executive Director.

The following table provides the minimum requirements.

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank Statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with members, state officials and vendors)	4 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Emails (not described herein as a document)	30 days
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
Insurance policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years
Year End Financial Statements	Permanently