

South Shore Farmers Market Association (Revised December 2019)

BY-LAWS

ARTICLE I

Name

The name of the organization shall be the South Shore Farmers Market Association (**hereafter known as SSFMA**) and is incorporated in the State of Wisconsin.

ARTICLE II

Purpose

The SSFMA shall act to:

- I. Operate farmer's market(s) on behalf of vendor members in order to provide a means of selling products grown, produced, and crafted by small farms and artisans.
- II. Our intention is to facilitate a mutually beneficial connection between our community's residents and the vendor members who steward our local farmland and provide a variety of cultural arts.

ARTICLE III

SECTION I: Membership

I. Eligibility

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

II. Election (how an application is made, received, and approved)

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of members shall be by the board of directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in the subsequent Investment subsection.

III. Investments

Membership investments shall be at such rates, schedule, or formula as may be from time to time prescribed by the board of directors, payable in advance.

- I. A membership investment shall be charged for each vending space at a participating farmers' market.
- II. Membership investment rate schedules will be determined each calendar year by the SSFMA board of directors.
- III. All members in good standing are granted vending privileges.
- IV. Investments will not be refunded; nor will investments be pro-rated due to absences.
- V. Investments and donations are used for market promotions, operations, and maintenance of participating farmers' markets at the discretion of the SSFMA board of directors.

IV. Termination (resignation, expulsion, and delinquency)

- (1) Any member may resign from the SSFMA upon written request to the board of directors;
- (2) any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after 90 days from the date due unless otherwise extended for good cause;
- (3) and any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the SSFMA, after notice and opportunity for a hearing are afforded the member complained against.

V. Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast 1 vote.

VI. Exercise of Privileges (assignment of membership and any limitations)

Any firm, association, corporation, partnership, or estate-holding membership may nominate individuals whom the holder desires to exercise the benefits covered by its membership and shall have the right to change its nomination upon written notice.

VII. Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors and current officers and directors, and new members.

ARTICLE IV

South Shore Farmers Market Association - Board of Directors

- I. A Board of Directors, hereinafter called the Board, shall govern the South Shore Farmers Market Association (SSFMA) activities.
- II. The Board shall consist of at least seven but no more than nine members;
 - a) In a good faith effort, agriculture producers shall constitute a majority of the Board membership.
 - c) Terms: The Board shall review its membership annually at the general meeting. Board positions shall be elected to 2 year staggered terms.
 - d) All members in good standing from the previous year are eligible to vote for Board positions.
 - e) Vacancies: Vacancies shall be filled and voted on by the Board. Any person may, at any time, apply to serve on the Board. Solicitation for Board members will occur when Board membership falls below the minimum.
- III. A quorum for the transaction of business shall consist of four (4) or more Board members. In the event that a quorum is not available at the time of a regularly scheduled meeting, the President and one other Board member may approve necessary decisions.
- IV. Any participating market with a Market Manager should require their attendance to all Board meetings from April-October, (note that a Market Manager does not have voting powers unless that Market Manager also happens to serve on the Board).
- V. Board votes may be conducted via email. Board members shall be given at a minimum of 3 calendar days to reply
- VI. Members of the public, who wish to address the Board, should request a place on the agenda no later than 5 days before the established time of the meeting. Requests should be directed to the President.
- VII. Rules contained in Robert's Rules of Order, latest revised edition, will govern the procedure of these meetings.

Section I: Officers

- I. The officers of the Board shall be a President, Vice-President, Treasurer and Secretary, and shall be elected by the Board of Directors.
- II. The President shall:
 - a) Preside over Board meetings.
 - b) Prepare all meeting agendas.
 - c) Sign contracts and other formal documents on behalf of the SSFMA
 - d) Maintain and file a current membership list.
 - e) Appoint Committee Chairs.

- f) Act as contact and communicate with public and private partnerships (City, County, Chamber, businesses and parking lot owners, etc).
 - g) Advise any Market Manager(s) through their duties.
 - h) Perform all other duties that may be assigned by the Board.
- III. The Vice-President, in the absence of the Chair shall:
- a) Exercise all the Chair's duties
 - b) Perform all other duties directed by the Board.
- IV. The Secretary or designate shall:
- a) Record and file all Board meeting minutes and post them to google docs
 - b) Maintain a file of legal documents and information relevant to the Market operations.
 - c) Maintain all files and bring to each relevant meeting.
 - d) Perform all other duties that may be assigned by the officers and Board.
- V. The Treasurer or designate shall:
- a) Record, maintain and file all SSFMA fiscal accounting.
 - b) Prepare year-end financial reports for the Board
 - c) Facilitate and prepare an annual budget, subject to approval by the Board.
 - d) Oversee any Market Manager(s) financial reporting, collection of fees, and general sales.
 - e) Oversee all fiscal collections including fundraising, sales, etc
 - f) Perform all other duties that may be assigned by the officers and Board.

Section II: Powers of the Board

The Board shall be given the authority to carry out all of the following:

- I. Determine general, fiscal, programmatic and other policies of the SSFMA
- II. Adopt By-Laws and amendments
- III. Know local city and state regulations concerning the operation of any farmers' market(s).
- IV. Oversee the SSFMA's financial management and prepare an annual budget.
- V. Establish Membership Investment rates and schedules.
- VI. Elect officers (when applicable)
- VII. Establish and facilitate general membership meetings.
- VIII. Appoint and govern any market manager(s).
- IX. Know the participating market(s) rules and regulations. The Board shall resolve questions that arise regarding the observance of that market(s) policies and rules.
- X. Cancellation of membership privileges will be by a $\frac{2}{3}$ **majority** of the Board.

Section III: Board Procedures

- I. The regular meetings of the Board will be held **monthly** and by the call of the President.
- II. Special meetings can be called by two-thirds of the Board.
- III. All meetings of the SSFMA shall be open to the public.
- IV. Election of officers shall take place, as needed to fill vacancies, at the first Board meeting of the calendar year. The Chairperson shall preside at this meeting with the election of

officers to be the **first** order of business for the meeting. The election will be a simple ballot with a majority vote.

Article V

Section I: Committees

The Chair may establish committees and/or sub-committees as deemed appropriate to facilitate the Board's work. These committees may include program, grant, finance, personnel, public relations, and planning. All committees are advisory and shall make recommendations to the Board.

Article VI

Section I: General

- I. Any participating market(s) Market Manager shall be appointed by the Board and will report to the Board. That Market Manager shall be considered an officer of his/her's farmers' market under the direction and review of the Board and subject to the policies established by the Board. The Market Manager shall act as a technical advisor to the Board. Board members are not specifically excluded from applying for Market Manager if they wish to serve the market and community in that capacity. The Market Manager shall attend all Board meetings from April to October and shall have no vote unless that Market Manager also happens to serve on the Board.
- II. These By-Laws may be amended at any regular meeting of the Board by a majority vote of all members of the Board, provided written notice of the proposed amendment change has been mailed or given to all members at least ten days prior to the meeting at which such action is proposed to be taken.

Adopted by the South Shore Farmers Market Association Board of Directors on this date:

Chairperson: _____

Vice-Chair: _____