

Rochester Farmers Market Association

Bylaws

Updated February 11, 2020

1. Name
  - 1.1. The name of the Corporation shall be Rochester Farmers Market Association (RFMA or the Association).
2. Mission
  - 2.1. Vision and Mission
    - 2.1.1. Vision: A healthy community that supports sustainable agriculture and the family farm
    - 2.1.2. Mission: To provide and promote local access to high quality farm products by sponsoring a thriving retail marketplace.
  - 2.2. The primary purposes of the RFMA shall be:
    - 2.2.1. to provide a supportive public voice for the sustainable growth of direct farm marketing;
    - 2.2.2. to bring the quality of the farm directly to the consumer by promoting local agricultural products;
    - 2.2.3. to provide a friendly and respectful environment, and an organized structure for communication between farmers and customers;
    - 2.2.4. to support the development of the local economy;
    - 2.2.5. to directly support the agricultural efforts of the community, and;
    - 2.2.6. to create and sustain a “Sense of Place” for community members, vendors and staff through outreach, education, events, shared values, and customer service and appreciation.
  - 2.3. Guiding Principles
    - 2.3.1. The decisions and actions of the RFMA and the Board are guided by the principles of integrity, responsiveness to customer, respect for people, community commitment, diversity, access to high quality products, locally grown and “a growers market.”
3. Membership
  - 3.1. Membership Definition. A Member is a single business entity (such as a sole proprietorship, partnership, or corporation) which meets the following criteria:
    - 3.1.1. Substantially shares assets, liabilities, and taxes, and operates under one Tax Identification Number;
    - 3.1.2. Has purchased at least one annual (permanent) stall in the current year in the summer Saturday market;
    - 3.1.3. Agrees to abide by the rules and regulations of the Association; and
    - 3.1.4. Has made application and been accepted by the Board of Directors.
    - 3.1.5. A membership list will be maintained and made available to members only.
  - 3.2. Voting Rights of Membership. At every meeting of Members, each Member of the Association shall be entitled to vote in person, or by signed proxy. Each Member of the RFMA shall be entitled to one (1) vote.
  - 3.3. Termination of Membership
    - 3.3.1. The Board of Directors, by affirmative vote of two-thirds of the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

- 3.3.2. The Board of Directors may also, by a majority vote of those present at any regularly constituted meeting, terminate membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.
- 3.4. Transfer of Membership. Membership is not transferable or assignable, with the exception that:
  - 3.4.1.1. In the case of the transfer of business ownership, membership in the Association remains with the business provided that the change in business ownership involves substantial transfer of assets, liabilities, markets, and identity.
4. Board of Directors
  - 4.1. Directive. The primary focus of all decision-making for members serving on the Board of Directors shall be for the benefit, longevity and success of the RFMA. It shall be the duty of the Directors to:
    - 4.1.1. Represent the Association between Association meetings;
    - 4.1.2. Perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
    - 4.1.3. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, officers, agents, and employees of the Association;
      - 4.1.3.1. Compensation for the duties performed by the officers, agents, and employees of the Association will be determined by the full membership at the annual meeting.
    - 4.1.4. Supervise all officers, agents, and employees of the Association to assure that their duties are performed properly;
    - 4.1.5. Meet at such times and places as required by these Bylaws; and
    - 4.1.6. Register their addresses with the Secretary of the Association, and notices of meetings mailed to them at such addresses shall be valid notices thereof.
  - 4.2. Number. The Association shall have seven Directors.
  - 4.3. Qualification. Directors shall be current members of the Association having been a vendor at Rochester Farmers Markets (RFM) for two or more seasons.
  - 4.4. Term of Office. The term of office for Directors shall be two years.
    - 4.4.1. One-half of the seats of the Board of Directors shall be open for election each year.
  - 4.5. Elections. Open seats on the Board of Directors shall be filled at the Annual Meeting of the Association.
    - 4.5.1. Elections shall be made by ballot, with each member receiving as many votes as there are seats to be filled. **Each member may cast only one vote per candidate.** The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.
  - 4.6. Vacancy. Any vacancy in the Board of Directors, including a vacancy created by an increase in the number of Directors, occurring during the year may be filled for the un-expired portion of the term by the affirmative vote of two-thirds of the remaining Board of Directors. Any Director so elected by the Board of Directors shall hold office until the next succeeding Annual Meeting of the members or until the election and qualification of his or her successor.
  - 4.7. Compensation. No Director shall receive any salary for his services as such Director. However, upon approval of the Board, a Director may be reimbursed for reasonable, substantiated expenses incurred in the performance of official duties for the Association.
  - 4.8. Removal. Directors may be removed without cause by a two-thirds vote of the Directors then in office, or by a two-thirds vote of Association members.

- 4.9. Conflict of Interest. Board members shall be under an affirmative obligation to disclose their actual or potential conflicts of interest in any matter under consideration by the Board. Board members having such an interest shall absent themselves from decision of the matter and, unless otherwise determined by the Board, from its discussion.
5. Officers
- 5.1. The officers of the Association shall be the President, Vice-President, Secretary, and Treasurer.
- 5.2. Qualification and Election. Only members in good standing who have been duly elected as Directors shall be elected as President, Vice-President, Secretary, and Treasurer. Officers shall be elected by the Board of Directors at the annual Organizational Meeting of the Board.
- 5.3. Term of Office. The term of office for officers shall be one year.
- 5.4. Removal. Any officer elected or appointed by the Board of Directors or by a Director may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the membership rights of the officer so removed.
- 5.5. Vacancies. In case any office of the Association becomes vacant by death, resignation or removal, the majority of the Directors then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the next annual election of the Board is finalized.
- 5.6. Duties of President. The President shall be the general executive officer of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the officers. The President shall preside at all meetings of the Board of Directors and the General Membership, perform all duties incident to this office and carry out other duties as may be required by law, by the Articles of Incorporation of this Association, and by these Bylaws. The President may sign, in the name of the Association, any deeds, mortgages, contracts, and/or other instruments that the Board has authorized to be executed.
- 5.7. Duties of Vice President. In the absence of the President, or in the event of the inability or refusal of the President to act, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions on the President. The Vice President shall have other powers and perform other duties as may be prescribed by law, by the Articles of Incorporation of this Association, and by these Bylaws.
- 5.8. Duties of Secretary. The secretary shall:
- 5.8.1. Maintain the original or a copy of the Association's Articles of Incorporation, Bylaws, and the Market Rules, as amended or otherwise altered to date;
- 5.8.2. Keep a book of the minutes of all meetings of the Board of Directors, General Membership, and committees thereof, including the time and place of holding, whether regular or special (an if special, how authorized), the notice given thereof, and the names of those present at the meetings;
- The following duties may be delegated to the Market Manager:
- 5.8.3. See that all notices are duly given in accordance with the provisions of these Bylaws and required by law;
- 5.8.4. See that the books, reports, statements, and all other documents and records required by law are properly kept and filed;
- 5.8.5. Exhibit for inspection upon request the relevant books and records of the Association to any Director or Member for any proper purpose at any reasonable time;
- 5.8.6. In general, perform all duties incident to the office of Secretary and such other duties as may be prescribed by law, by the Articles of Incorporation of this Association, and by these Bylaws.

- 5.9. Duties of Treasurer. The Treasurer shall perform or have performed under the Treasurer's direction the following functions:
- 5.9.1. Have charge and custody of and be responsible for all funds and securities of the Association and deposit all such funds in the name of the Association in such banks, trust companies, and other depositories as shall be selected by the Board of Directors;
  - 5.9.2. Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus;
  - 5.9.3. Exhibit for inspection upon request the relevant books and records of the Association to any Director or Member for any proper purpose at any reasonable time;
  - 5.9.4. Render interim statements of the condition of the finances of the Association to the Board of Directors upon request and render a full financial report at the annual meeting of the General Membership.
  - 5.9.5. Receive and give receipts for monies due and payable to the Corporation from any source whatsoever;
  - 5.9.6. In general, perform all the duties incident to the office of Treasurer and such other duties as may be prescribed by law, by the Articles of Incorporation of this Association, and by these Bylaws.
- 5.10. Office of Market Manager
- 5.10.1. The Market Manager shall be the principal administrative officer of the Association and shall in general initiate, manage, supervise and implement day-to-day business, policies, and such other general corporate affairs as designated by the Directors. In general, the Market Manager shall possess all the powers, duties, and responsibilities normally associated with and incident to that office. The Market Manager is a non-voting member of all committees.
  - 5.10.2. The Market Manager shall be hired by the Board of Directors.
- 5.11. Office of Assistant Market Manager
- 5.11.1. The Assistant Market Manager shall be an associate administrative office, assisting the Market Manager in implementing day-to-day business, policies, and Market operations. The Assistant Market Manager is a non-voting member of all committees served on.
  - 5.11.2. The Assistant Market Manager shall be contracted by the Board of Directors.
6. Meetings of Membership
- 6.1. There shall be an Annual Meeting in January or February each year, the exact date and location to be determined by vote of the Board of Directors.
    - 6.1.1. Written notice of every Annual Meeting of the Membership shall be prepared and mailed to the last known post office address of each member not less than twenty-one (21) days before the meeting by first class mail.
  - 6.2. Special meetings of the membership may be petitioned at any time a majority of the Board of Directors or at least twenty (20) members or ten percent (10%) of the membership, whichever is greater.
    - 6.2.1. A written petition for a Special Meeting of the Association shall be sent directly to the Secretary. Within fifteen (15) days of receiving a qualifying written petition, written notification of the time and place of any meeting of the Association shall be mailed first class mail by the Secretary.
    - 6.2.2. A call for a Special Meeting of the Association shall be mailed no later than fourteen (14) calendar days prior to the called Special Meeting. The written notification must include the time and place of the meeting, an agenda, and the purpose of the meeting.
    - 6.2.3. Official business at Special Meetings shall be limited to items announced in the above notification.

- 6.3. A quorum shall consist of a simple majority of the voting Members. Signed proxies will be counted toward a quorum. Except as provided in these Bylaws or in the Articles of Incorporation of this Association, no business may be considered by the Membership at any meeting at which a quorum is not present, and the only motion the Chair shall entertain at such meeting is a motion to adjourn.
- 6.4. If at any time during an Annual or Special Meeting of the members, members withdraw leaving less than a quorum, action may be taken by the remaining members if at least two-thirds of the members required for a quorum vote affirmatively.
- 6.5. Meetings shall be presided over by the President of the Association or, in the President's absence, by the Vice President of the Association or, in the absence of both of these officers, by a Chair chosen by a majority of the Members present at the meeting. Meetings shall be governed by Roberts Rules of Order insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association, or with provisions of law.
7. Meetings of the Board of Directors
  - 7.1. The Board of Directors shall hold an Annual Organization Meeting within twenty-one (21) days of the Annual Membership Meeting for the purposes of electing officers and other business as described in the Bylaws or Market Rules.
  - 7.2. Meetings shall be held in such place as designated by the Board of Directors, or by telephone conference as long as all Directors participating in such meeting can hear one another.
  - 7.3. Regular meetings of the Directors shall be held twice annually:
    - 7.3.1. Once within six (6) weeks of the beginning of the summer farmers market season;
    - 7.3.2. Once within six (6) weeks after the conclusion of the summer farmers market season.
    - 7.3.3. Special meetings of the Board of Directors may be called by the President or by any three Directors. A call for a special meeting of the Board of Directors shall be mailed no later than seven (7) calendar days prior to the called special meeting.
      - 7.3.3.1. The written notification must include the time and place of the meeting, an agenda, and the purpose of the meeting.
    - 7.3.4. The transactions of any meeting of the Board, however called and noticed, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to hold the meeting, or approval of the minutes thereof.
    - 7.3.5. A quorum shall consist of a majority of the Board of Directors. Except as provided in these Bylaws or in the Articles of Incorporation of this Association, no business may be considered by the Board at any meeting at which a quorum is not present, and the only motion the Chair shall entertain at such meeting is a motion to adjourn.
    - 7.3.6. Every act or decision done or made by a majority of the Directors present a meeting duly held at which a quorum is present is the act of the Board of Directors.
    - 7.3.7. Meetings shall be presided over by the President of the Association or, in the President's absence, by the Vice President of the Association or, in the absence of both of these officers, by a Chair chosen by a majority of the Members present at the meeting. Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association, or with provisions of law.
8. Committees

- 8.1. The Directors may establish such special committees as may be necessary to carry out the activities and functions of the Association.
9. Indemnification
  - 9.1. The Association shall, to the fullest extent permitted or required by state law, indemnify each Director and Officer against any and all liabilities and advance any and all reasonable expenses incurred by a Director or Officer, arising out of or in connection with any proceeding to which such Director or Officer is a party, because he or she is a Director or Officer of the Association. The Association shall indemnify its employees acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder.
10. Instruments, Bank Accounts, Gifts
  - 10.1. The Board of Directors or the General Membership may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render its liability monetarily for any purpose or in any amount.
  - 10.2. The Board of Directors may authorize the opening and keeping of general and/or special bank accounts.
  - 10.3. The Board of Directors may accept on behalf of the Association any contribution, gift, or bequest for the charitable or public purposes of the Association.
  - 10.4. The fiscal year shall be determined by the Board.
11. Bylaws
  - 11.1. The Bylaws of the Association may be amended by the vote of two-thirds of the General Membership present at the annual Membership Meeting.
    - 11.1.1. Any recommended Bylaw changes must be sent out with the meeting notice.
  - 11.2. In the event that any provision of these bylaws is determined to be invalid or unenforceable under any statute or rule of law, then such provision shall be deemed inoperative to such extent and shall be deemed modified to conform, with such statute or rule of law without affecting the validity or enforceability of any other provision of these bylaws.
12. Market Rules
  - 12.1. The Market Rules may be amended by the vote of a majority of the General Membership present at any Regular or Special Meeting.
    - 12.1.1. Any recommended Rule changes must be sent out with the meeting notice.
  - 12.2. Individual exceptions to the Market Rules may not be granted by the general membership except that,
    - 12.2.1. Application for such exception was previously made to and denied by the Board of Directors,
    - 12.2.2. Such exception is approved by a two-thirds vote of the General Membership present at a meeting.
  - 12.3. In the event that any provision of the Market Rules is determined to be invalid or unenforceable under any statute or rule of law, then such provision shall be deemed inoperative to such extent and shall be deemed modified to conform, with such statute or rule of law without affecting the validity or enforceability of any other provision of these Bylaws.