

SAN ANTONIO FARMER'S MARKET ASSOCIATION BY-LAWS 2010

1. **NAME AND ADDRESS:** The name of the Association is the San Antonio Farmer's Market Association. The formal address of the Association is c/o the current President in office.
2. **PURPOSE:** The Association is organized for the purpose of assisting member's indirect marketing of products. The association sponsors the San Antonio Farmer's Markets, provides consumers with markets to purchase Texas agricultural products, promotes direct marketing with consumer groups, government officials, and the news media, and educates members about production and marketing practices as they relate to direct marketing.
3. **MEMBERSHIP:** Any Texas farmer or rancher (as defined in the Rules and Regulations) who wishes to direct market their products with the assistance of the association may become a member. All members must pay dues according to enrollment date (as described in the Rules and Regulations). The Membership Committee will review all applications for membership. Approval will be required by the Board of Directors. Members will receive notification of acceptance and a membership card as evidence of their membership in the association.
4. **COMPLIANCE WITH RULES:** All members of the Association will agree to abide by the by-laws, all rules governing conduct at the Farmer's Market, and any other regulations duly passed by the Board of Directors.
5. **EMPLOYEE OF MEMBERS:** Any member of the association may name a member of his or her immediate family or any employee under either wages or commission pay to perform any activities normally performed by the member (including sales at the Farmer's Market). This individual (he or she) may be a member of the Farmer's Market. He or she must present a letter from the member stating the member grew the produce and the item must be so marked on the table. The farmer being represented cannot be present at the market. Any member buying or selling Texas produce must have a State License under the perishable commodities program.
6. **TERMINATION OF MEMBERSHIP:** The Board of Directors, by a 2/3 vote of the voting membership of the Board, may suspend or expel a member after an adversary hearing. The first offense will result in a written notice and a two (2) week suspension from selling at any market. The second offense will result in a three (3) month suspension from selling at any market. The third offense will result in a permanent loss of market privileges. The Board will give formal notice before such action is taken, and the member may request a special called Board meeting to review the decision.
7. **BOARD OF DIRECTORS:** The affairs of the association shall be managed by its Board of Directors. There shall be seven members of the Board, including the President, Vice-President, Secretary/Treasurer, Immediate Past President, and three (3) At-Large Members as elected by the membership.
 - a. The Board of Directors shall have power to carry out any and all agreements of the Association with the members and others in every way advantageous to the Association, representing the members and others collectively.
 - b. The Board of Directors shall designate a federally insured bank as the depository for funds of the Association. The account must have requirement of two signatures for any transaction. The persons who will have authority to sign checks will be the current President, Vice-President, and the Secretary/Treasurer.
 - c. The Board of Directors may accept on behalf of the Association any contributions, gifts,

bequests, or devices for the general purpose or for any purpose of the Association.

- d. Whenever a vacancy occurs on the Board of Directors, other than the expiration of a term of office, the remaining Directors may select a replacement to serve until the next regular election.
 - e. Any action which may be taken at a meeting of Directors may be taken without a general membership meeting, if consent in writing setting forth the action to be taken shall be signed by all of the Directors.
 - f. At least once a year, the board of Directors may secure the services of a competent and disinterested public auditor or accountant to render a report in writing thereon, which report shall be submitted to the membership of the association.
 - g. The Board of Directors shall establish the duties of the Market Manager and shall prescribe ways in which the Market Manager shall work with the members of the Association to see that the general Rules and Regulations of the Association are carried out. The Market Manager is responsible for turning in stall fees every week.
 - h. The Board of Directors shall enforce the observance by all members of all provisions of the charter, rules and by-laws of the Association.
 - i. The Board of Directors may select an outside agency or use of a financial secretary to receive, process, and pay WIC cards. This agency can be paid only approximately \$1500.00.
1. **POWERS OF THE BOARD:** The Board of Directors shall have general supervision and control of the affairs of the Association and shall make rules not contrary to these by-laws or the laws of the State of Texas and any changes must be approved by a majority of the voting membership at a regular or a special meeting. Members agree to permit on-farm inspections upon Board action to verify production.
 2. **ELECTION OF THE BOARD:** The Board of Directors shall be elected by a simple majority of the members of the Association. All Board members must be members in good standing in the association. The terms of each Board member shall be for two (2) years, with staggered terms for two members-at-large and the Vice-President, and the next year for the member-at-large, the President and the Secretary/Treasurer. The outgoing President will stay as a voting member for two additional years.
 3. **BOARD MEETINGS:** The meetings of the Board of Directors shall be held at such a time and place as the Board may determine. Notice of each meeting shall be given to each director by mail or telephone at least seven (7) days before the meeting. A majority of the Board shall constitute a quorum for the transaction of business at any meeting. Special Board meetings may be called by the President and by two Board members.
 4. **COMPENSATION:** Directors of the Association shall not receive any stated salaries for their service but may be reimbursed allowable travel expenses for attendance at regular or special meetings of the Board.
 5. **REMOVAL OF DIRECTORS:** Any member of the Board of Directors may be removed from office by the following process:

- a. Complaint by a member of another Director submitted to the Grievance Committee.
- b. Review of the complaint by the Grievance Committee.
- c. Review finding presented to the Board of Directors, who will notify all members for a called meeting to act upon the complaint.
- d. Two-thirds vote of the members present will cause removal of said Board member.

6. DUTIES OF OFFICERS:

- a. President:
 1. Preside over Board and Membership meetings
 2. Sign documents on behalf of the Association
 3. Provide leadership and direction
 4. Act as an advocate for the organization
 5. Determine if special membership meeting is necessary when notified by a member
 6. President is entitled to free membership and stall fees and reimbursement for telephone calls
 7. A financial secretary may be needed by the President to assist with money and transactions or business. The President may appoint a person in the area close to him/her. He/she may terminate services for not getting the job done. He/she will work with the Secretary/Treasurer to keep financial books up to date. Salary may be needed.
- b. Vice President:
 1. Serve in the capacity of President when he/she is unable to perform
 2. Perform duties as assigned by the President
 3. Perform duties as required by committee assignment
- c. Secretary/Treasurer:
 1. Shall keep a record of all Board and Membership meetings
 2. Serve all notices as required by the by-laws
 3. Maintain a current list of all Association members
 4. Keep the financial records of the Association
 5. Make financial reports at all Board and Membership meetings
 6. Maintain legal contracts for the organization
 7. Perform duties as required by committee assignment
 8. Ensure the Farmer's Market bank account does not go below \$2500.00 after July 1 of any given year, unless required to pay insurance or other legal claims
- d. Members-at-large
 1. Perform duties as assigned by the President
 2. Perform duties as required by committee assignment

7. COMMITTEES: There shall be the following standing committees, Membership, Education and Standards, Grievance, Legal, Special Activities, Budget, By-Laws, Market Sites, and Produce Verification and Review. The committees shall consist of at least one Board of Directors member and three members-at-large.

- a. Membership:
 1. President shall be the chairperson
 2. Shall be responsible for reviewing each application
 3. Shall assist in recruiting new farmers to join the organization
 4. Shall inspect member's land at periodic intervals to verify production
 5. Shall maintain current membership production list and forecast

- b. Education and Standards:
 - 1. A Board Member-at-large shall be the chairperson
 - 2. Shall keep current information on the rules of conduct at each market site
 - 3. Shall distribute educational information about the produce at each market to be given to the consumers
 - 4. Shall maintain a current file on information about market trends pertaining to the Farmer's Market and Agricultural community

- c. Grievance:
 - 1. Vice-President shall serve as chairperson
 - 2. Shall be responsible for reviewing complaints submitted to the organization
 - 3. Shall notify the Board of Directors of the review findings
 - 4. Shall work with the membership committee to maintain a current list of members and their properties and production
 - 5. Shall work with the market managers to inspect produce onsite periodically
 - 6. Shall maintain all affidavits submitted by producers as verification of purchased produce

- d. Legal:
 - 1. A Board member-at-large shall serve as chairperson
 - 2. Shall be responsible for all licenses, insurance, weights and scales and all county, state, and federal regulations
 - 3. Shall conduct research on issues as they occur

- e. Special Activities:
 - 1. The Vice-President shall serve as chairperson
 - 2. Shall plan activities to be held at each market site that would promote area farmers
 - 3. Shall be responsible for setting up meetings of the membership
 - 4. Shall coordinate all activities

- f. Budget:
 - 1. The Secretary/Treasurer shall serve as chairperson
 - 2. Shall be responsible for reviewing financial reports bi-annually
 - 3. Shall plan yearly revenues and expenses

- g. By-Laws and Rules:
 - 1. The Secretary/Treasurer shall serve as chairperson
 - 2. Shall maintain knowledge of by-laws and rules of the organization
 - 3. Shall work with the Market Managers to make sure that each member has received the necessary copies and understands them
 - 4. Shall review suggestions for changes or additions to the By-Laws or Rules
 - 5. Shall abide by the By-Laws and Rules to make changes or additions

- h. Market Sites:
 - 1. The President shall serve as chairperson
 - 2. Shall review site results and make reports to membership yearly
 - 3. Shall view alternative sites when needed and make reports to the membership as needed.

- i. Produce Verification:
 - 1. A Board Member-at-large shall serve as chairperson
 - 2. Shall conduct initial land verification

3. Shall present findings to membership committee
4. Shall maintain a current membership list in order to designate area nearest to members for verification

j. Market Committee:

1. President shall serve as chairperson
2. Shall coordinate activities with the market managers
3. Shall serve in the capacity of the market manager in his absence on a rotating basis

8. MEETINGS OF MEMBERS: The members of the association shall meet at least twice a year on a date and at a place as set by the Board of Directors. The election of officers and the Board of Directors shall occur at the annual meeting. Other meetings of the members may be called by the President, Board of Directors, or by a call for a meeting by the President who has been notified by a member. All members shall receive a written notice at least seven (7) days before every membership meeting. A quorum shall consist of a simple majority of the members in attendance. There shall be only one (1) vote per paid membership, only members or immediate family members (not extended family, employees, or agents) with membership cards.
9. DISSOLUTION OF THE ASSOCIATION: Upon the dissolution of the Association and after all Association's debts have been paid, the remaining assets shall be transferred to a successor corporation or cooperative, a non-profit organization with a similar purpose, or distributed to the Association's members based on a formula established by the Board of Directors with the approval of the majority of the membership.
10. CHANGES TO THE BY-LAWS: The by-laws may be altered, amended, or replaced and new by-laws adopted only by a simple majority of the membership present and voting at any called membership meeting. Notice of the intent to vote on a by-law must be included in the written notice of the meeting in order for the change to be considered.
11. ARBITRATION: Any member renewing membership or person desiring membership will agree by signing an application to the following arbitration requirements or membership will not be renewed or accepted. Arbitration procedures are specified and cover any and all Board Members, Market Managers, or other persons appointed or elected by the Board to facilitate Association business.


Procedures for Arbitration:

Once a complaint is received, the Board, within 48 hours (excluding weekends) will appoint two people to an Arbitration Committee. These two people cannot be Board Members. They may be Farmer's Market members, market members from another Association, or a representative from TDA or the Texas Farmer's Market Association. The member, who is bringing the complaint, will appoint one person to the Arbitration Committee. The requirements for that appointee are the same as a representative appointed by the Board and cannot be a relative to the member bringing the complaint. The Arbitration Committee will meet within seven (7) days. The chairman of the committee will be the eldest member. The Board of Directors will meet on the same night ten minutes after the committee meeting is concluded. The Arbitration Committee's recommendation is binding on the Board of Directors. The Arbitration Committee cannot fine the Association more than \$500.00. This fine is the maximum penalty. Market procedures will be changed as stipulated by the committee unless in violation of State and Local laws. The member who filed the complaint will accept Arbitration or membership will be terminated at said meeting. If the complainant files legal action against the Association, that member is required to pay all legal cost the Association will bear while dealing with the complaint.

- 12. INSURANCE: All Farmer's Market sites will be insured through the State Farmer's Market Association
- 13. SECURITY: Olmos Park Farmer's Market location on Saturdays will have security during the peak season.

Approved on this, the 10th day of Jan, 2010 in San Antonio, Bexar County, Texas on behalf of the members present and voting for approval by:


Pedro Peña, President


Johnny Bush, Vice-President


Penny Gonzalez, Secretary/Treasurer