

The Stowe Farmers Market Bylaws

Article I: PURPOSE

This corporation is organized for the purpose of establishing an open air market in Stowe as a sales outlet for Vermont farmers, craftspeople and specialty food producers and as an opportunity for Stowe residents, surrounding residents and visitors to obtain fresh Vermont made and grown goods and crafts in a beautiful location. It is our intention not only to provide Vermont grown or made products, but to educate interested customers on the intricacies of these agriculturally oriented and locally owned Vermont small businesses and their products. As full-time vendors, Principal Owners must attend and work their booths 75% of the season. As part-time and fill-in vendors, Principal Owners must attend and work their booths 100% of the dates they are given. (Amended 3/19/17) If this requirement isn't met, the board reserves the right to review your ongoing participation in the market. Businesses must have principal owners or principal workers vending their booths to be considered for acceptance in the market.

Article II: MEMBERSHIP

2.1 MEMBERSHIP

Membership consists of vendors accepted into the Stowe Farmers' Market who have paid membership dues. Members are accepted on an annual basis by the application committee on a full, part, or fill-in status. Status for one year will not necessarily guarantee the same or similar status for following years, as the application committee will decide on an annual timetable what vendors, on what status, will best contribute to the well-being of the market.

All members have one vote at the membership meetings and are strongly encouraged to serve on ad hoc committees.

In keeping with the Market's purpose statement, no member/vendor will sell products not grown, produced or crafted by him/her. Violation will result in expulsion from the market.

Any market member who is unable to attend market for a prolonged period of time due to serious illness or injury, shall maintain his/her status at the market, be it full, part time, or fill in, as it is described in this section of the bylaws. Should

this person also be a board member, they can, should they desire, retain their board position without the normal requisite minimum market attendance. Circumstances for and length of emergency medical absence will be decided on a case by case basis at the discretion of the board. (Amended 2011)

Vendor Sabbatical Leave: Any full-time vendor who has been vending for a minimum of five years, is in good standing, and has been assigned a space may take a one season sabbatical without losing said space. The vendor must inform the Board in writing of the sabbatical by the application deadline, and must pay the membership fee for the sabbatical year. The following year, the vendor will be subject to the market application review process, as a returning vendor. If a vendor taking a sabbatical does not choose to return to the next market season, their spot will be assigned to another vendor in accordance with market rules, policies, and by-laws. (Amended 4/28/13)

2.2 MEMBERSHIP FEES

Membership fees for returning members are due with your application. The annual market fee is due no later than the Spring meeting. Members accepted after the start of the season will pay the membership fee at their first market.

2.3 BI-ANNUAL MEETINGS

The bi-annual Stowe Farmers' Market membership meetings will be held in the fall and the spring of each year at such an hour and place, as the Board of Directors will designate. Members are expected to attend these meetings.

2.4 SPECIAL MEETING

Special meetings of the corporation will be called by the Board of Directors at the written request of 30% of the membership.

2.5 NOTICE OF MEETINGS

A specific date for the general membership meetings will be set. Notice of the meetings will be provided by the Board of Directors at least two weeks prior to the date of any meeting. Such notice will state the time and place of the meeting and the purpose for which the meeting is being held.

2.6 QUORUM OF MEMBERS

The majority of members present at a membership meeting will constitute a

quorum at any meeting of the membership. A quorum will be necessary to transact any Corporation business for which a vote of the membership is necessary.

Article III: DIRECTORS

3.1 NUMBER AND TERMS OF OFFICE

The Board of Directors will have no less than six and no more than nine member in total. Within those parameters however, the Board of Directors may be expanded or decreased at any time by majority vote of the Directors then serving. The term of office for Board members will be two years and shall be staggered to allow for board continuity. At each fall annual meeting of the membership successor directors will be elected by the majority vote of the membership present.

3.2 QUALIFICATIONS OF DIRECTORS

Any member of the Stowe Farmers' Market will be eligible for election to the Board of Directors if they have attended at least two thirds of the markets in the season.

3.3 AUTHORITIES AND DUTIES

The Board of Directors will have general supervision of the corporation, including its business, finances, property and affairs. The Board will also create and carry out policies of the market, consistent with the directives of the membership, as formally adopted at annual meetings. It shall report annually to the Membership as to the activities and financial status of the corporation. The board will submit a budget for membership approval at the spring meeting. It will prepare guidelines regulating market vendors subject to membership approval. It will have the responsibility of hiring and supervising the Market Manager as well as fixing his/her compensation, and may dismiss the same for what it considers sufficient reasons.

3.4 REMOVAL OF A DIRECTOR

A member of the Board may be removed by a two-thirds vote of the Board of Directors or by a two-thirds vote of the general membership at a special meeting called for that purpose.

3.5 VACANCIES

A vacancy on the Board of Directors will be filled for the unexpired term of that Director by majority vote of the remaining Directors.

3.6 MEETINGS

The Board of Directors will meet as needed as determined by the President. Board members are required to attend all meetings and may be asked to step down from the board for failure to do so. In addition, the Board of Directors will have had meetings prior to the bi annual meetings. Itinerary will be given to all board members at least one week prior to the date. The meetings will include reports of all officers and committees, market manager and any other reports useful to the operations of the market.

3.7 VOTING/QUORUM

A majority vote of members present at a Board of Directors meeting will constitute a quorum. A quorum will be necessary to transact any corporate business for which a vote of the Board of Directors is necessary.

3.8 ACTION WITHOUT A MEETING

Action may be taken without a meeting if written consent is signed by all of the directors then serving. This will have the same force as a unanimous vote. This voting will be recorded in the minutes and be kept on file.

Article IV: OFFICERS

4.1 ELECTION AND DESIGNATION OF OFFICERS

The Board of Directors will have four officer members who will serve until term expiration, resignation or removal by vote. Following each fall annual meeting of the membership the elected board will choose from among its members a President, Vice President, Secretary and Treasurer. Each officer will hold office from the time of his/her appointment or election until their term expiration, resignation or removal by vote. The term positions of President and Secretary will be kept together, likewise the term positions of Vice President and

Treasurer will be kept together and decided in alternate years.

4.2 DUTIES OF OFFICERS

Duties of the officers will be those customarily associated with their respective offices, in addition to serving on ad hoc committees. The President will lead the Board of Directors in carrying out the goals of the Market. He/she will facilitate or appoint a facilitator for all Board and membership meetings and will have authority to sign for and on behalf of the corporation all documents concerning the Corporations' official business and affairs.

The Vice President will have all authority of the president in his or her absence or when circumstances prevent the President from acting.

The Secretary will keep the minutes of meetings of the Board and Membership and other books and records as may be required. The secretary will give notices of special meetings of the Board and other meetings as stated in the by-laws.

The Treasurer will receive and have charge of all money belonging to the corporation and will make proper disbursements thereof in the course of the business of the corporation. The treasurer is responsible for keeping accurate and complete financial records and accounts pertaining to the business and affairs of the corporation. The records will be made available on a monthly basis. The treasurer will hold the records and accounts open for inspection and examination by other officers and directors at all reasonable times. The treasurer will report at all Board of Director and Membership meetings. The treasurer will work with the Board of Directors and Budget Committee in determining a yearly budget.

Article V: COMPENSATION OF OFFICERS AND DIRECTORS

Officers and directors of the corporation will serve without compensation for their services, but may be reimbursed for reasonable expenses they incur in their work for the market as determined by the Board.

Article VI. FISCAL YEAR

The fiscal year of the corporation will be the calendar year; January 1 - December 31.

Article VII: COMMITTEES

The Stowe Farmers' Market will have the following ongoing committees: Budget/Finance, Advertising, Grounds and Maintenance, Welcome, Application, Special Events, and Holiday Market. Committees will be appointed by the board on an ad hoc basis. Committees may consist of persons who are not members of the board or corporation, excepting the Application Committee which shall consist only of board members and the market manager.

7.1 APPLICATION COMMITTEE GUIDELINES

The following general guidelines will be considered by the Application Committee when making decisions related to vendor acceptance into the market.

- a. The market strives to maintain no more than 40% crafts.
- b. Number of years a vendor has been a member of the market.
- c. Amount of vendor participation in the market work and ad hoc committees.
- d. Origin of materials and amount of work invested in product being sold.
- e. Size of vendor business and locality.
- f. Consideration will be given to maintaining a well-rounded market.
- g. Attractiveness of vendor booth display.
- h. Board members who have a conflict of interest with a prospective vendor will abstain from voting.

Article VIII: INDEMNIFICATION

The Stowe Farmers' Market will indemnify and reimburse each former, current and future board representative and officer for any claim or liability (including expenses and attorney fees actually and reasonably incurred) to which such person may become subject by reason of being a board representative or officer or by

reason of his or her acts or omissions as a board representative or officer. Such indemnification will be made only if it is determined by the board of directors that the board representative or officer acted in good faith and reasonable belief that his or her action was in the best interest of the Stowe Farmers' Market. The foregoing will not be exclusive of any other rights to which board representatives and officers may be lawfully entitled.

Article IX: AMENDMENTS

These bylaws may be amended, added to or repealed in whole or in part by a special meeting of the Board of Directors called for that purpose, by a majority vote of the directors then holding office.

Article X: RULES AND POLICIES

The Board of Directors will publish a Rules and Policies Booklet which describes in detail how the market is run and contains the specific rules and policies required of each member. Rules and policies may be made and/or changed by a majority vote of the board or by a majority vote of the membership. The Rules and Policies Booklet is distributed to all vendors at the time the applications are sent out.