

THE SARATOGA FARMERS' MARKET ASSOCIATION, INC.
Governing Documents Amended and Ratified December 21, 2009
Amended and Ratified March 19, 2012

CONSTITUTION AND BY LAWS

Record of Changes to Constitution and By Laws

Date of Changes	Page of Effective Changes	Revision	Description of Change	Page & Paragraph Number
March 19, 2012	All	General	General reorganization and editing of all Articles	All

ARTICLE I –NAME

The name of this organization shall be The Saratoga Farmers’ Market Association, Inc. Herein called the Association.

ARTICLE II –PURPOSE

The purpose of the Saratoga Farmers’ Market Association is to provide a service to the Community in three ways:

1. Provide an economic market place for area farmers to sell their agricultural farm products. The primary aim of the market is to help promote small family farms.
2. Offer the consumer a source of quality, locally grown produce, scratch-made baked goods and foods, as well as a source of unique hand-crafted items made by area artisans.
3. Provide a center of activity in the market locations. Board-approved displays, distribution of literature, games, and other activities are planned to encourage the whole family to come and stroll through the market area. This in turn stimulates other activities for the merchants in the market area and benefits the whole community.

ARTICLE III–MEMBERSHIP

1. Eligibility. Membership is open to any person eighteen years of age or older who resides in and produces agricultural products, crafts or processed foods in Saratoga, Washington, Schenectady, or Rensselaer Counties of New York State. (See Rules and Regulations, for an exception.) Joint membership may be granted to the primary applicant and one partner. Members must agree to abide by the governing documents of the Association. Membership categories shall be as defined in the Rules and Regulations.
2. A “Member in Good Standing” shall be a current member of Association, with all membership dues and fees, and fines if any paid, and under no disciplinary action.
3. All vendors selling at the Market must be members of the Association. The membership fee will be payable with the submittal of the application. If the completed application and the membership fee are not postmarked by the due date as specified on the application, the Board of Directors may terminate the membership status of the applicant, or assess a late fee.
4. If a person applies for market(s) and is unable to attend any closed markets due to the Board of Directors' decision, that person’s name will be maintained on the waiting list and his/her membership fee will be reduced by 50%. If that individual does not wish to remain on the waiting list, the membership fee will be returned
5. Work-Share. Each member shall complete a work-share for the Market(s) they attend. Failure to complete a work-share in good order shall incur a fine as set in the Rules and Regulations.

6. Member with Budget. Any member who has been assigned a budget is responsible for that budget, collecting the bills, approving them and presenting them to the Treasurer for payment. However, proposed projects must receive approval from the Board of Directors prior to implementation.

ARTICLE IV–OFFICERS AND BOARD OF DIRECTORS

1. Election and Duties of the Board of Directors.

1a. At the annual membership meeting in November officers of the Association will be elected by the membership. The officers will comprise the Board of Directors. Any member in good standing of the Association is eligible to run for an office. Only one person per membership may serve on the Board of Directors at the same time. Only one vote is permitted per Board member even though a Board member may hold more than one office at any time.

1b. The following officers are to be elected annually and may not serve more than three consecutive one-year terms in the same office; terms start January 1 and run to December 31: President, Vice President, Secretary, Treasurer, Market Managers (one for each Market), Promotions Officer and Head Registrar. The term of the Winter Market Manager shall run from May 1 – April 30.

1c. The duties of the Board of Directors shall be to transact all business of the Association, subject to membership approval where required.

1d. The Board of Directors is the sole authority in determining membership eligibility and accepting new members, as well as approving items to be sold by each member.

1e. The season duration, days, times and locations for the markets will be established annually by the Board of Directors, subject to the approval of the membership.

1f. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business.

2. Officers and Their Duties.

2a. The PRESIDENT shall call and preside over meetings, appoint and oversee committees, set agendas, be the official representative of the Association, and perform duties in the interest of the Association.

In the event of any vacancy on the Board of Directors, the President shall appoint any member of the Association in good standing to fill the vacancy until the term expires.

2b. The VICE PRESIDENT shall revise, maintain and enforce the work-share guidelines as defined in the Rules and Regulations, and perform duties of the President in his/her absence.

2c. The SECRETARY shall keep a record of the proceedings of all meetings, a record of attendance at all meetings, send a written notice to all the members at least two weeks prior to each membership meeting unless published in the Newsletter, attend to all correspondence of the Association, and perform any duties for the Association assigned by the Board of Directors.

All ratified amendments to the Association's governing documents must be recorded by the Secretary and incorporated into both the minutes and the governing documents. The date of the revision should be stated in both documents.

The Secretary shall be the custodian of all records for the Market, including attendance records for each Market, except for financial records.

2d. The TREASURER shall collect and hold all Association money in bank accounts and pay all bills including those consistent with By Law Article III, #6.

The Treasurer shall keep complete financial records and present a report to the President as requested, and to the members at each regular membership meeting of the Association. The Treasurer shall present a detailed year-end report to the Board of Directors and is responsible for preparing a preliminary budget for the upcoming year.

The Treasurer shall also notify each member via electronic or written statement of total stall fees, which shall be paid according to a schedule set by the Board of Directors.

The Treasurer shall present the books and records annually to a financial review committee consisting of a minimum of two members appointed by the President. The review of finances should be completed with findings presented to the Board of Directors by the March membership meeting.

The Treasurer shall be the liaison with the Association's insurance company.

2e. The MARKET MANAGER for each Association-run Market has complete authority to direct vendors, and to interpret and implement policy at the Market site. No other member is to direct members while at the Market. The Market Managers shall designate another member to act on their behalf when they are unable to attend a Market. The Market Manager shall fill out incident reports as necessary.

2f. The PROMOTIONS OFFICER shall coordinate advertising and publicity and shall be responsible for all special events, exhibits, games, entertainment, and demonstrations at the Markets. The Promotions Officer may solicit volunteers to assist with any promotional activities. The Promotions Officer, in consultation with the Market Manager and any employees of or consultants to the Association, shall also be responsible for directing individuals conducting or participating in special events.

2g. The HEAD REGISTRAR shall keep records of market assignments and approved products for all markets. The Registrar shall also initiate all Market applications and administer all functions of any electronic market management software authorized by the Association, including an up-to-date record of all members and an accurate file of all

required permits and licenses. Additionally the Registrar shall forward a hard copy of the Association's Governing Documents to prospective applicants, or refer applicants to an authorized Association electronic copy of the Governing Documents.

ARTICLE V– OPERATIONS

1. All functions of the Association shall be conducted in accordance with all applicable federal, state and local laws and regulations.
2. Robert's Rules. Robert's Rules of Order shall be followed at all meetings of the Board of Directors and the Membership.
3. Annual Meeting and Election of Officers. The Annual Meeting for election of officers will be held in the month of November. Regular membership meetings will be held in the Spring and Fall as determined by the Board of Directors. Special meetings may be called at such other times as the Board feels necessary.
4. Meetings of the Board of Directors. The Board of Directors shall meet as necessary to transact the business of the Association.
5. Voting by Members. Members in good standing shall have the privilege of voting at all membership meetings. Members are allowed one vote per membership. Employees are not permitted to vote in the absence of the Member.
6. Quorum of Members. A majority of the membership shall constitute a quorum for the transaction of business of the Association.
7. Fiscal Year. The fiscal year shall be March 1 through the end of February.
8. Expenditures of the Association. Proceeds derived from annual membership fees and stall rental fees shall be used to pay expenses of the Association. Should the Association dissolve or become inoperative, any remaining money shall be disposed of according to the recommendation of the Board of Directors with the approval of the membership and consistent with applicable laws.
9. Nominations of Officers. A Nominating Committee consisting of three members of the Association shall be appointed by the President. The Committee will consist of one Board member and two non-Board members. The President shall designate a chairperson for the Committee. While nominations are open, any member can nominate a member as a candidate for an office.

The duty of the Nominating Committee will be to prepare a slate of officers, to be presented to the membership by mail, email, or at a membership meeting no less than 15 days prior to that of the Annual Meeting of the Association. Election of Officers shall take place at the Annual Meeting of the Association.

10. Governing Documents - Review. A committee shall be convened every three (3) years to review and, if necessary, suggest amendments to the Association's governing documents.

11. Non-Member Temporary Vendors: Educational, nonprofit, community service or other individuals, organizations or groups can come to the Market at the invitation of the Promotions Officer and the President pending space availability. Invited guests can display approved relevant items for sale during their performance/event. The purpose of invited guests at the Market is to enhance the Market and/or provide educational community service.

ARTICLE VI—SELLING AT MARKET.

1. Stall Rental. Fees for stall rental for each Market will be set by the Board of Directors and invoices sent by the Treasurer to the vendors. Payment will be due according to a schedule set by the Board of Directors. Failure to comply with this schedule will result in loss of the right to attend any Association Market until the stall fees and penalties, if any, are paid in full. The Board of Directors reserves the right to assess a late payment fee, and if fees and rentals are not paid, to suspend a member. New membership will not be considered until this debt is paid.

2. When a member is awarded a Market it is their responsibility to contact the head Registrar two weeks prior to the start of a Market if they are not able to attend that Market. After this date they are responsible for all fees associated with those Market(s), regardless of their attendance. Vendors who opt for a daily fee schedule may not commit to a seasonal fee after Markets have been awarded.

3. Shared Space. Vendors may share a space provided that each pays a separate membership fee and full stall fee, subject to the approval of the Board of Directors.

4. Stall Assignment Criteria. In assigning stalls, the Board of Directors may consider the following criteria:

- ◇ Length of time as a member.
- ◇ Spaces available at Market.
- ◇ Participation in work-share program.
- ◇ Type of product.
- ◇ Full season vs. partial season Market participant.
- ◇ Attendance at Membership meetings.
- ◇ Inconsistent attendance at Market.
- ◇ Consistent failure to notify Market Manager of impending absence.
- ◇ Consistent late arrival at Market.
- ◇ Repeated failure to notify Market Manager of impending late arrival.
- ◇ Consistent early departure from Market, with or without notifying manager.
- ◇ Repeated uncooperative behavior toward other vendors.
- ◇ Timely payment of membership dues and fees.

ARTICLE VII–RECORDS

Every member shall have the right to examine, for any reasonable purpose, the books, records, roster of membership and other appropriate records of the Association. They may be examined by appointment only with the appropriate officer. Requests to examine records must be made in writing to the appropriate officer, who shall have 15 days to respond to the request and set a date for the examination.

ARTICLE VIII–RULES AND REGULATIONS

The Rules and Regulations, formulated by the Board of Directors and approved by a majority of the members present at a membership meeting, shall be in effect until changed or amended. They may be amended by the Board of Directors with subsequent approval of the membership by a majority vote of the members present at a regular Association meeting. The membership shall be notified by mail or email or by reading at a prior Membership meeting, by the Secretary at least fifteen (15) days prior to the next membership meeting that the changes will be discussed and acted upon at said meeting.

ARTICLE IX–AMENDMENTS

The Constitution and By-Laws may be amended at any membership meeting of the Association by a two-thirds vote of the Members present, provided due notice of such proposed amendments be mailed, emailed or by reading at prior a Membership meeting, by the Secretary to the entire membership not less than thirty (30) days prior to the said meeting.