

Adopted January 12, 2008 by members at the VTFMA 1st annual meeting and amended by the Board of Directors on January 28, 2010, and December 19, 2013.

Vermont Farmers' Market Association Guidelines

ARTICLE 1: NAME

The name of the organization shall be the Vermont Farmers' Market Association (VTFMA).

ARTICLE 2: PURPOSE

The purpose of the VTFMA is to encourage and establish successful farmers markets in Vermont that enhance direct marketing opportunities for market vendors while building direct connections between vendors and local consumers.

To fulfill this purpose, the VTFMA will collaborate with the NOFA-VT and other organizations to:

- Facilitate communication, information sharing and networking among farmers markets
- Coordinate projects and provide services of value to all farmers markets in the state
- Collect data and conduct research on the status, needs and benefits of farmers markets, including the level of outreach to communities to identify how farmers' markets support businesses.
- Promote farmers markets throughout the state
- Provide training and technical assistance for market vendors, managers and boards
- Create a voice for farmers markets in the state
- Work to increase access to farmers markets for low-income customers
- Develop strategic partnerships with public and private organizations to support farmers markets
- Pursue other objectives as determined by the membership
- Raise funds as necessary to support the VTFMA's activities and programs.

ARTICLE 2: MEMBERSHIP

SECTION 1: Members – The VTFMA shall have as its members farmers markets that pay annual dues as established by the Association. Each market will be represented in the VTFMA by one individual, either appointed by the market's vendors or the board. The member representative can be a manager, board member or vendor, as determined by the member market. Each member market shall have one vote, but may have as many market members participate in the VTFMA as possible. Any location where a market is held has the right of representation through the VTFMA.

SECTION 2: Sponsoring Member – A Sponsoring Member is a person or organization other than a farmers market who pays annual dues as set by the VTFMA and who supports the purpose of the VTFMA. The Sponsoring Member shall not be a voting member of the VTFMA or a member of the board.

SECTION 3: A meeting of the membership shall be held annually and is open to the public.

SECTION 4: Special Meetings of the membership may be called by a majority of the Board of Directors or by 51% of the membership.

SECTION 5: Notice of Meetings – Written or printed notice of every Annual and Special meeting of members shall be sent to each member not less than thirty (30) days before such meeting. Such notice shall state the purpose, and the time and place of the meeting. No business shall be transacted at special meetings other than that referred to in the meeting notice.

SECTION 6: A majority of Member representatives present shall constitute a quorum to conduct business at an annual or special meeting.

SECTION 7: Dues. All markets meeting the standards set forth by the VTFMA and paying dues are considered to be members. To achieve a goal of becoming a self-sustaining, independent organization, the VTFMA will assess dues annually. New, start-up markets will not be asked to pay dues in their first membership year. The dues structure is based on a sliding scale that considers vendor numbers.

ARTICLE 3: BOARD OF DIRECTORS

SECTION 1: Powers - The Board shall be responsible for establishing the policies of the VTFMA, overseeing the management of the business affairs of the Association including the preparation of the annual budget, strategic planning and hiring of staff. The Board is elected from the representatives of the member markets.

SECTION 2: Number and Term – The Board of Directors must be at least seven (7) but not more than thirteen (13) members. All Board members must be members in good standing of the association. Each director shall serve a term of two years. Directors may serve three consecutive terms. The terms will be staggered so that half of the members will be elected each year. Each director shall serve until his or her successor has been elected.

SECTION 3: Election of Directors – All Directors shall be elected from the body of member representatives of the VTFMA by a majority vote of the member representatives present at the Annual Meeting. Directors may form a committee to nominate prospective new board members and nominations may be submitted by members.

SECTION 4: Removal of Directors – Directors may be removed from the Board for cause by a two-third vote of the Board, whenever in its judgment the best interests of the VTFMA would be served. The vote will take place at a meeting, notice for which specified that such removal was to be considered and voted upon, and replaced until the next election by the membership. All members shall be notified 30 days in advance of the meeting.

SECTION 5: Board Meetings –The Board of Directors shall meet as deemed necessary by the Chair of the Board or as requested by a majority of Directors. Meetings may be conducted in person, by conference call and/or on-line.

SECTION 6: Quorum – The board meeting quorum shall consist of a majority of the Board members.

SECTION 7: Voting – All decisions of the Board shall be made by a majority of those present at a meeting.

SECTION 8: Vacancies – In the event that a seat on the Board becomes vacant, the Board shall have the authority to temporarily fill that vacancy until the next Annual Meeting. At the next Annual Meeting, the temporarily filled vacant seat shall be filled by a vote of the Membership for the duration of its term.

SECTION 9: Advisors – An advisor is a person that supports the purpose of the VTFMA and is invited by the Board to advise in a non-voting capacity.

ARTICLE 4: EXECUTIVE AND OTHER COMMITTEES

SECTION 1: Executive Committee – The Board of Directors may establish an executive committee. The executive committee may have and exercise the authority of the Board of Directors in the management of the VTFMA subject to review and approval of the Board at its next meeting.

SECTION 2: Other Committees – The Board may from time to time appoint such standing and ad-hoc committees as it deems advisable. Membership of these committees shall include Board members and other interested individuals. Power and responsibilities of such committees shall be determined by the Board.

SECTION 3: Minutes – Committees shall keep minutes of their meetings, report at Board meetings, and file their committee minutes as attachments to the minutes of the next Board meeting's minutes.

ARTICLE 5: OFFICERS

SECTION 1: Number – The board may elect officers of the VTFMA to meet the following responsibilities: Chair, Vice-Chair, Secretary and Treasurer. The officers'

duties may be shared.

- The Chair shall be the principal executive officer of the VTFMA subject to the Board's control, and shall supervise and control the business and affairs of the VTFMA.
- The Vice–Chair, in the event of death, disability or absence of the Chair, shall have all the duties and authority normally vested in the Chair of the VTFMA.
- Secretary – The Secretary shall keep a record of all the meetings of the Board of Directors and membership, and shall receive and file proceedings of committees. The Secretary shall hold all official documents of the VTFMA and maintain the register of members. The minutes shall be distributed to the membership within 30 days of the meeting.
- Treasurer – The Treasurer shall supervise the financial affairs of the VTFMA, accounting for all the receipts and disbursements, sign along with the Chair any contracts executed on behalf of the VTFMA and present a complete statement of the financial affairs of the VTFMA to the annual meeting.

SECTION 2: Election and Term of Office – Officers shall be elected annually by the Board at the first meeting of the Board after the Annual Meeting. Each officer shall hold office until the next Annual Meeting and until his or her successor shall have been elected unless he or she resigns or is removed.

SECTION 3: Removal – Any officer elected or appointed by the Board may be removed from their petition by a two-third vote of the Board, whenever in its judgment the best interests of the VTFMA would be served. This will take place at a meeting, notice for which specified that such removal was to be considered and voted upon.

SECTION 4: Vacancies – A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Chair for the unexpired portion of the term.

ARTICLE 6: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or Officer now or hereafter serving the VTFMA and each person who at the request of or on behalf of the VTFMA is now serving or hereafter serves as a Director or Officer of the Association, and his/her representative heirs, executors and personal representative, shall be indemnified by the VTFMA against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding, in which he or she is made a party by reason of being or having been such a director or officer, except in relation to matters to which he or she shall be adjudged in such suit, action or proceeding to be liable for intentional negligence or misconduct in the performance of duty: but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any law, agreement, vote of Board of Directors or otherwise.

ARTICLE 7: AMENDMENT OF GUIDELINES

These guidelines may be altered or amended by a two-third vote of the member representatives present at the Annual Meeting if the proposed change has been warned as an agenda item of the meeting. Member representatives unable to be present at said meeting may submit in writing their proxy at least one week prior to the meeting. Notice of specific language of proposed amendments to the guidelines must be mailed to the membership at least 30 days prior to the annual meeting.

ARTICLE 8: FISCAL YEAR

The fiscal year of the association shall be the calendar year.

ARTICLE 9: DISSOLUTION OF FUNDS

To be determined.