



Constitution and By-laws of the Schenectady Greenmarket

Approved September 2008, Amended October 2009

CONSTITUTION

Article I Name

The name of the organization shall be the Schenectady Greenmarket Association. The membership of the market shall be referred to hereafter as the Association.

Article II Mission

Schenectady Greenmarket is a place to buy fresh local produce and artisan goods in a festive community atmosphere. We are building a future in which Schenectady Greenmarket is an integral part of downtown's cultural landscape, connecting farm and city to create a responsible, sustainable food system.

Article III Membership

Membership is open to persons who or organizations that support the mission of the Association—one membership per household.

Article IV Officers and board of directors

The affairs of the association shall be controlled by the board of directors. There shall be at least seven directors. At the annual meeting, the board of directors of the Association shall be elected by the membership by a majority of the votes cast.

The directors shall be elected for two-year terms with half of the board up for election each year. Terms start October 1 and run to September 30. At the first board meeting following the first annual meeting, the board of directors shall determine which directors shall serve for one-year terms and which shall serve for two-year terms.

Any member of the Association is eligible to run for the board of directors or for an office, with the following limitation: vendors are limited to two seats on the board of directors. Board members who are applying to be a vendor at the market must recuse themselves from voting on their pending application. A board member who becomes a vendor at the market must resign from the board if there are already two vendors on the board.

Only one person per membership may serve on the board of directors at the same time. Only one vote is permitted per board member. A board member may not hold more than one office at any one time. Proxy votes are acceptable; however, board members must be present to have a quorum.

The officers of the association shall be: chair, vice-chair, secretary, treasurer and at-large director. Officers shall be members of the board of directors. Officers shall be elected by the board of directors for one-year terms and are limited to two terms. Elections shall be held at the first board meeting following the annual meeting. Other officers may be elected as the need arises. Three officers and two members of the board shall constitute a quorum at any meeting of the board. A quorum shall be necessary to transact any business for which a vote of the board is necessary.

Any director who has three or more unexcused absences from a board meeting in a calendar year shall be removed from the board. Immediate past board chairs have ex-officio status on the board.

The duties of the officers will be those customarily associated with their respective offices. The primary function of the board of directors will be to create and carry out policies of the market, consistent with the directives of the membership, as formally adopted at duly notified annual meetings. It shall have the special responsibility of hiring and supervising persons on contract with the Association and may dismiss the same for what it considers good and sufficient reasons. The board shall also have the responsibility of approving vendors at the market upon recommendation by the vendor relations committee.

The board of directors shall have the power to temporarily fill any vacancy on the board until the next meeting of the membership. In the event of a vacancy, the board chair shall appoint a member of the Association in good standing to fill the vacancy. Such vacancy shall be filled within two months. The appointment is confirmed by a majority vote of the membership at the next membership meeting. If a member of the board member's family is in a paid contract position, the board member must recuse herself/himself from any discussions and decisions involving that position.

Article V Membership meetings

At least one regular association meeting shall be held annually on the date designated by the board of directors. Notice of meetings and ballots and other agenda items shall be provided at least twenty-one days prior to the date of any association meeting. The annual meeting shall be held in September or October and will include the election of board members. Special meetings may be called at such other times as the board feels necessary, with at least seven days notice given.

The board of directors shall meet as necessary to transact the business of the association which cannot be accomplished at the regular association meetings. Members in good standing shall have the privilege of voting at all association meetings. Members are allowed one vote per membership. Decisions requiring a vote will be determined by a majority vote.

Article VI Nominations for elections

A nominating committee shall be selected by the board. The duties of the nominating committee will be to prepare a slate of candidates at least six weeks prior to the annual meeting. Nominations shall also be accepted from the floor during the annual meeting.

Article VI 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. These may be examined by appointment only with the appropriate officer.

Article VIII Fiscal year

The fiscal year shall be November 1- October 31.

Article IX Spending of monies

Proceeds derived from the annual membership fees, stall fees and other sources shall be used to pay the expenses of the association. The association shall maintain a planned reserve of \$1000.00 annually. 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.

Article X 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 that the changes will be discussed and acted upon at said meeting.

Article XI Amendments

The by-laws may be amended at any membership meeting of the association by a two-thirds vote of the members present, provided the amendment be approved at a previous board meeting and given 60 days for review. The amendment change shall be sent by e-mail (or by regular mail, upon request) to all members. The board may recommend changes to the constitution, by-laws and rules and regulations.

Article XII Standing committees

- a) Executive
- b) Operations
- c) Community Access
- d) Vendor Relations
- e) Promotions

Members who are vendors or who have a pending application to be a vendor are not eligible to be on the vendor relations committee. Ad hoc committees may be appointed by the board as necessary.

BY-LAWS

I. Board of Directors

The duties of the board of directors shall be to transact all business of the association, subject to the membership approval where required.

The dates, days, times, and locations of the market(s) will be established annually by the board of directors.

Duties of the board members:

CHAIR: shall call meetings, appoint and oversee committees, and actively perform duties in the interest of the organization.

VICE-CHAIR: shall perform the duties of the chair in her/his absence and take an active role in the management and leadership of the Association.

SECRETARY: shall keep a record of the proceedings of all meetings, a record of attendance at all meetings, send notice to all board members prior to board meetings and to all members prior to membership meetings by e-mail (or by mail upon request) at least one week prior to each meeting, attend to all correspondence of the Association, and perform any duties for the Association assigned by the board of directors.

TREASURER: shall collect and hold all Association money in bank accounts and pay all bills. The treasurer shall keep complete financial records and present a report at each meeting of the Association. She/he shall present a detailed year-end report to the board of directors and is responsible for preparing a preliminary budget for the upcoming year.

AT LARGE: shall oversee special projects in support of the Association.

Any board member who has been assigned a budget is responsible for that budget, collecting bills, signing them off and presenting to the treasurer for payment. Any project outside of those approved in the budget process must receive approval from the board prior to implementation.

Meetings shall be facilitated by the chair or her/his designee. The meeting process used shall allow everyone the chance to be heard, but will not allow anyone to dominate the meetings to the extent that the business of the Association cannot be accomplished in a fair and constructive manner. Decisions requiring a vote will be made by majority vote. Board members will be dismissed after three consecutive unexcused absences from the board meetings. Board members shall contact the chair or secretary, prior to the meeting if they will be absent, to be excused from the board meeting.

II. Membership

All vendors selling at the market must be members of the association. All members of the board of directors must be members of the association.

III. Market Requirements

Each vendor must sign an affidavit declaring that the products she/he is selling at the market have been grown/prepared/crafted by them only and that they are not purchasing and reselling any products. A member or members of the board and/or a contract staff person may visit the vendor's farm or production site to verify that the products are producer only.

Vendor privileges may be suspended if a vendor violates the market rules and regulations and fails to comply after a warning. Repeated violations will lead to termination of membership for the remainder of the season.

The supercategory of non-food items, including crafts, services, non-edible animal products and community organizations, will be limited to no more than twenty percent of the total number of vendors.

IV. Paid Positions

The association may hire appropriate staff to ensure the smooth running of the market. Any person hired will have a written contract with the board that specifies the responsibilities, duties, and reporting requirements of the position.