

Constitution and By-laws of the Schenectady Greenmarket

Approved September 2008, amended October 2009, amended May 2010, amended November 2012, amended October 2015.

CONSTITUTION

Article I Name

The name of the organization shall be the Schenectady Greenmarket Association, 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

The Association offers the following two types of membership:

- Supporting Membership is open to persons who or organizations that support the mission of the Association. These "Supporting Members" are invited to attend the Associate's Annual Meeting and are offered other benefits as specified by the Association's Board of Directors.
- Voting Membership is required for all individuals or organizations who vend (hereafter referred to as "Vendors") at the Associate's weekly market (hereafter referred to as the "Market") and all individuals who serve on the Association's Board of Directors. These "Voting Members" are entitled to vote on various items as specified further within this document.

Membership fees shall be established by the Association's Board of Directors.

Article IV Officers and Board of Directors

The affairs of the Association shall be controlled by the Board of Directors, hereafter referred to as the "Board." There shall be at least seven directors, hereafter referred to as the "Directors," on the Board. At the annual meeting, the Board of the Association shall be elected by a majority of the votes cast by the Voting Members.

The Directors shall be elected for two-year terms. Terms start November 1 and run to October 31. At the first board meeting following the first annual meeting, the Board 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 three seats on the Board. Board members who are applying to be a vendor at the Market must recuse themselves from voting on their pending application. A Director who becomes a Vendor at the Market must resign from the Board if there are already three Vendors on the Board.

Only one person per household may serve as a Director at the same time. Only one vote is permitted per Director. A Director may not hold more than one office at any one time. Proxy votes are acceptable; however, only Directors who are present are used to determine a quorum.

The officers of the Association shall be: chair, vice-chair, secretary, treasurer and at-large. Officers shall be Directors. Officers shall be elected by the Directors for one-year terms and, while there is no lifetime limit, they may only serve three consecutive terms. 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 Directors is necessary. Votes may be held via e-mail as necessary, provided the discussion and voting is open to all Directors. Voting via e-mail must be open for at least 24

hours. The same rules for a quorum - three officers and two members of the board - must participate for an e-mail vote.

Any Director who has three or more unexcused absences from a regularly scheduled meeting of the Board, in a term year (1 November - 31 October), may be removed from the Board for cause by a majority vote of the Directors and subject to 75% approval of the executive committee. Any or all of the Directors may be removed from the Board without cause by a majority vote of the Voting Membership, 75% approval of the executive committee and by a majority vote of the Directors.

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 Directors will be to create and carry out policies of the Market, consistent with the mission of the Association.

The Board 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 Association's Vendor Relations Committee.

The Board shall have the power to temporarily fill any vacancy, resulting from the departure of a Director, 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 Voting Membership at the next membership meeting.

If a member of a Director's household is an employee of the Association or a paid contract position with the Association, that Director must recuse herself/himself from any discussions and decisions involving that position.

Article V Membership Meetings

At least one regular meeting of the Association shall be held annually in September or October on the date designated by the Board (hereafter referred to as the "Annual Meeting"). An election of new Directors will be held at the Annual Meeting.

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. Special Association Meetings may be called at such other times as the Board feels necessary, with at least seven days notice given.

The Board shall meet as necessary to transact the business of the Association. Voting Members in good standing shall have the privilege of voting at all Association meetings. Voting 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 for the vendor representatives only may also be accepted from the floor during the Annual Meeting.

Article VI Records

Every Voting 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 of the Association.

Article VIII Fiscal Year

The fiscal year shall be January 1- December 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 \$1,000 annually. Should the Association dissolve or become inoperative, any remaining money shall be disposed of according to the recommendation of the Board with the approval of the Voting Membership and consistent with applicable laws.

Article X Rules and Regulations

The rules and regulations, formulated by the Board and approved by a majority of the Voting Members present at an Association Meeting, shall be in effect until changed or amended. They may be amended by the Board with subsequent approval by a majority vote of the Voting Members present at a regular Association meeting. The Voting Members shall be notified that the changes will be discussed and acted upon at said meeting.

Article XI Amendments

These By-laws and/or Constitution may be amended at any Association Meeting by a two-thirds vote of the Voting Members present, provided the amendment be approved at a previous meeting of the Board and given 60 days for review. The amendment change shall be sent by e-mail to all Voting Members. The Board may recommend changes to the Association's constitution, by-laws and rules and regulations.

[9] **Article XII** Committees

The Association has the following standing committees:

- a) Executive
- b) Operations
- c) Community Outreach
- d) Vendor Relations
- e) Promotions
- f) Development

Vendors or individuals or organizations that have a pending application to be a vendor at the Market are not eligible to be on the Vendor Relations Committee but can, at the discretion of the Board, serve in an advisory capacity.

At the discretion of the Board, one or more of these standing committees may be designated as inactive and can be made active in the future.

Ad hoc committees may be appointed by the Board as necessary.

All members of a standing or ad hoc committee must be either a Supporting Member or a Voting Member of the Association.

BY-LAWS

I. Board of Directors

The duties of the Directors shall be to transact all business of the Association, subject to the approval of the Voting Membership, where required.

The dates, days, times, and locations of the Market(s) will be established annually by the Directors.

Duties of the board members:

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

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 Directors prior to board meetings and to all Voting and Supporting Members prior to membership meetings by e-mail at least one week prior to each meeting, and attend to correspondence of the Association.

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 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 Director or committee member who has been assigned a budget is responsible for the budget; and for collecting invoices, approving them, and submitting them to the treasurer for payment. Any expenditures in excess of those approved in the budget process must receive approval from the Directors prior to encumbering these funds.

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. Directors 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 Voting Members of the Association. All Directors must be Voting Members of the Association. All members of one of the Association's committees who are not Vendors or Directors, must be Supporting Members.

III. Market Requirements

Each Vendor must sign an affidavit declaring that the products she/he is selling at the Market are consistent with the Market Rules and Regulations. A designated member of the Association and/or employee of the Association may visit the Vendor's farm or production site to verify that the products are in compliance.

Vendor privileges may be suspended if a Vendor violates the Market's rules and regulations and fails to comply after a warning. Repeated violations will lead to termination of membership.

The super category 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. Directors may not be in a paid position for the Association.