

BY-LAWS

THE VERMONT FARMERS MARKET, INC.

ARTICLE I MISSION STATEMENT

The Vermont Farmers Market, Inc. exists to promote the sale of quality, locally grown agricultural products, specialty foods and cottage crafts. The Vermont Farmers Market creates a direct line of product distribution between the producer and the consumer and to provide productive and attractive marketplaces which will benefit the townspeople and the local merchants.

ARTICLE II GENERAL PROVISIONS

1. The Vermont Farmers Market, Inc is incorporated and shall be operated as a non-profit, in accordance with the Vermont Statutes.
2. The Vermont Farmers Market, Inc. shall be run solely by its Board of Directors.
3. All Board meetings and open membership meetings shall be conducted under "Roberts' Rules of Order."
4. The principal office of the Corporation shall be located at The Vermont Farmers Food Center, 251 West Street Rutland, VT 05701.
5. The registered agent of the Corporation shall be appointed by the Board, and the post office box of The Vermont Farmers Market is the mailing address of the Corporation.
6. Branch or subordinate offices or places of business may be established at any time by the Board at any place or places where the Corporation is qualified to do business.
7. The fiscal year of the Corporation shall begin January 1 and end on December 31 of the same year.
8. The Board of Directors shall establish yearly the annual membership dues and the seasonal and daily space fees for the weekly Markets and Special Fairs.
9. The membership year of the Corporation shall begin on January 1 and end on December 31.

10. The Vermont Farmers Market, Inc. shall maintain membership in the Vermont Farmers Market Association.

11. The Vermont Farmers Market, Inc. will carry liability insurance in order to operate any and all of its venues.

12. No part of any earnings or holdings of the Corporation may inure to any individual. In the case of dissolution, the assets of the Corporation shall first be used to satisfy any debts of the Corporation. Any remaining assets shall be distributed to one or more non-profit organizations for the public good, as determined by the Board.

ARTICLE III

DEFINITIONS AND USAGE

1. The Market refers to The Vermont Farmers Market, Inc. as a whole.
2. Member refers to any person, family, organization or corporate entity which has registered and paid the annual membership dues.
3. Vendor refers to a member who is selling at one of the Market venues.
4. The Board refers to the Board of Directors of The Vermont Farmers Market, Inc.
5. Specialty foods refers to baked goods, on-site foods and specialty foods.
6. Member in good standing refers to a member who is current on all fees and financial obligations and has not had any disciplinary action taken against him/her in the last three years. The member must have contributed in a positive way to the viability, health and wellbeing of the Market Organization as a whole.

ARTICLE IV

MEMBERSHIP

1. General Membership – Any person, family, organization or corporate entity may become a member of the Market by registering and paying annual membership dues.
2. Approved Voting Members – Each voting member shall have one vote per membership. A voting member shall be an approved voting member. Approved voting member shall be defined as:
 - a. A fully paid seasonal vendor or,
 - b. A daily vendor who has participated in at least 50 percent of a regular marketor,

c. A craft or specialty food vendor who has participated in all special shows.

ARTICLE V

MEMBERSHIP CONDUCT

The conduct of any member deemed to be detrimental to the operation or reputation of The Market shall be brought to the attention of the President and the Board immediately in writing. The President shall call a special Board meeting within 10 days of said complaint to determine the merits of the complaint and what disciplinary action, if any, shall be appropriate.

ARTICLE VI

MEMBERSHIP MEETINGS

1. Annual Meeting – The annual meeting of members shall be held not less than ten (10) nor more than thirty (30) days after notice of the time, place and purpose of the meeting has been sent by mail or telephone to all members from the prior calendar year. The meeting shall take place at the location and time specified in said notice of meeting. The meeting shall be for the purpose of the election of Directors and to transact such business as shall come before the meeting.

2. Special meeting - A special meeting of the members may be called for any purpose by the President or the Board or as permitted by law. A special meeting shall be held not less than ten (10) nor more than thirty (30) days after notice of the time, place and purpose of the meeting has been delivered by mail or in person to each member.

3. Quorum – All members of the voting membership present shall constitute a quorum for the transaction of business.

4. Record date - The scheduled dates for all the meetings of membership shall be as fixed by the Board of as provided by the Statute.

ARTICLE VII

BOARD OF DIRECTORS

1. Eligibility – Must be a member in good standing.

2. Number – The Board shall consist of nine (9) directors.

3. Elections – Nominations for Directors shall be submitted to the Secretary no later than 15 days prior to the Annual Membership Meeting. Nominees who have

accepted their nomination, and have been determined to be members in good standing, will become eligible candidates.

Directors shall be elected by the approved voting members at the annual membership meeting.

4. Terms of Office – Each Director shall serve a term of three (3) years. The terms of the Directors will be staggered so that three (3) will start in the first year, three (3) in the second year, and three (3) in the third year. If necessary, the Board may adjust the terms of newly elected Directors to LESS than three (3) years to bring them into compliance with this clause.

5. Removal of Directors – Any Director who misses two (2) consecutive Board or Membership meetings without just cause or prior notification, or who violates the normal and expected rules of conduct according to Vermont Statute, shall forfeit their seat on the Board.

6. Vacancies – Vacancies on the Board may be filled by the affirmative vote of a majority of the remaining Directors.

ARTICLE VIII

BOARD OF DIRECTORS MEETINGS

1. Annual Meeting – The newly seated Board shall meet immediately following the annual membership meeting. The purpose of this meeting shall be to elect officers and any other business as may come before the Board at that time.

2. Meetings – A meeting of the Board may be called at any time by the President or the Board for any purpose. Such meetings shall be held no less than three (3) days following verbal notice or no less than five (5) days following written notice made by email. Such notice shall specify the time, place and purpose of the meeting.

3. Special Meetings – A special meeting may be called at a Market with no prior notice provided a quorum of Directors is present. Minutes of such meetings must be taken and filed with the Secretary.

4. Quorum – A majority of the Board shall constitute a quorum for the transaction of business.

ARTICLE IX

WAIVERS OF NOTICE

Any notice required by these By-Laws, the Articles of Incorporation, or the laws of the State of Vermont may be waived in writing by any person entitled to such notice.

The waiver or waivers may be executed before, at or after the event for which the notice is waived. Any Director or Member attending a meeting who does not protest the lack of proper notice before the conclusion of the meeting is deemed to have waived such notice.

ARTICLE X

OFFICERS

1. Officers – The Market shall have a President, Vice-President, Secretary and Treasurer. These officers shall serve terms of one (1) year, and may be re-elected indefinitely. One individual may hold the offices of Secretary and Treasurer concurrently. The President and Vice-President may hold no other office. The Secretary and Treasurer may be compensated for the time required to execute their offices, with such compensation set by the Board and governed by Vermont Statute and these By-Laws.

2. Election – Officers shall be elected by the majority of the Board of Directors. This should take place immediately following the annual membership meeting. The President and Vice-President must be elected from the newly constituted Board. The Treasurer and Secretary may be elected from the body of members, vendors or community, and need not be Directors.

3. Removal of Officers – The Board may remove any officer, agent or contractor if such action, in their judgment is in the best interests of The Market. Any Officer who misses two (2) consecutive Board or Membership meetings without just cause or prior notification, or who violates the normal and expected rules of conduct according to Vermont Statute, shall forfeit their position.

4. Vacancies – The Board may fill any vacancies in offices, regardless of the cause of such vacancy, for the remainder of the term for said office by a simple majority vote of the Board.

ARTICLE XI

MARKET MANAGERS

1. The Vermont Farmers Market, Inc. shall have Coordinators for the Market overall, Rutland Summer Market, Poultney Summer Market, Rutland Winter Market, Special Fairs, Farm-to-Family program, EBT/Debit program and any other future venues or market wide programs.

2. The Market/Program Coordinators shall be appointed annually by and be responsible to the Board.

3. Coordinators shall be engaged as subcontractors to perform the support operations needed for their Market, Program, or Special Fairs.
4. Each Coordinator shall be responsible for the operation of his/her Market, Program, or Special Fair in accordance with the most recent Management Guidelines adopted by the Board and/or state and federal guidelines governing said programs.

ARTICLE XII

AMENDMENTS TO AND EFFECTS OF THE BY-LAWS

1. Force and effect of By-Laws – These By-Laws are subject to the provisions of the laws of the State of Vermont and the Market’s Articles of Incorporation, as on file with the Secretary of State.
2. Amendments to the By-Laws – These By-Laws may be altered, amended, repealed or restated by:
 - a. A majority of the Board.
 - b. A resolution proposed, seconded and approved by a majority vote of the qualified voting membership, subject to subsequent amendment or repeal by the Board, unless said resolution expressly reserves the rights of repeal or amendment to the membership.

REVISION HISTORY

1. Full restatement of By-Laws for clarity adopted January 31, 2008
2. Article XI expanded and restated adopted February 11, 2010
3. Article X, section 2, change secretary and adopted March 7, 2010
treasurer to any member
4. Article VII Board of Directors – expansion adopted March 20, 2011
of Board and deletion of categories
5. Full correction of verbiage of By-Laws, change legal address to VFM’s post office box, change Board of Directors notification from U.S Mail to email, split secretary position into Board of Directors Secretary and Market Coordinator, update of Secretarial duties, change of origins of local goods to equal State of Vermont definition of local, addition of policy against political, controversial, or religious vendors and events at the market, change that officers are voted on by the Board of Directors. – adopted March 16, 2013.
6. Article III – Define Member in good standing ; Article IV – Clarify definition of Approved Voting Members ; Article VII – Instituted eligibility for Board membership

and changed nomination procedure; changed BOD from 12 directors to 9 directors
Article VIII – Clarify sec. 1 – adopted March 11, 2023.

APPENDIX A

DUTIES AND RESPONSIBILITIES OF THE OFFICERS OF THE VERMONT FARMERS MARKET

A. Duties and Authority of the President – The President shall be the Chief Executive Officer of The Market. Subject only to the authority of the Board, he/she shall:

- a. Have general charge, supervision, and responsibility for the business and affairs of The Market.
- b. Receive written or verbal progress reports from each Coordinator on demand.
- c. Have the authority to enter into and execute contracts or other instruments in the regular course of business which have been authorized, either generally or specifically, by the Board.
- d. Have authority and supervision over all other officers of The Market, unless otherwise directed by the Board.
- e. Write or cause to be written the annual President's Report, submitting a copy to the Secretary at least one (1) month in advance of the annual membership meeting, for inclusion in the Annual Report.
- f. Upon resignation or expiration of his/her elected term, assume a position on the board for a single (1) year ex-officio.

B. Duties and Authority of the Vice-President - The Vice-President shall:

- a. Perform such duties and have such authority as may be delegated to him/her by the President or by the Board.
- b. In the event of the absence, resignation, death, inability or refusal to act by the President, he/she shall perform the duties of and be vested with the authority of the President.

C. Duties and Authority of the Board of Directors Secretary – The Secretary shall:

- a. Keep or cause to be kept the minutes and attendance of all membership and Board Meetings.
- b. Keep or cause to be kept all records, contracts, permits, reports, Articles of Incorporation, By-Laws, etc. except those held by the President or another appointed officer.
- c. Communicate or cause to be communicated all written and/or verbal notices of Membership and Board annual, regular and special meetings.
- d. Communicate or cause to be communicated any other information deemed necessary by the Board, including the Annual Report.
- e. Have charge of Seal of the Corporation.

f. Perform such duties and have such authority as may be delegated to him/her by the President or by the Board.

D. Duties and Authority of the Treasurer – The Treasurer shall:

- a. Have custody of the funds and securities of the Corporation.
- b. Maintain or cause to be maintained the financial records of the Corporation, including but not limited to recording all deposits; paying all bills of The Market in a timely manner, save for those in excess of five hundred dollars (\$500.00), which require approval of the Board or President; and keeping accurate records of all financial transactions.
- c. Complete or cause to be completed the yearly financial reports within thirty (30) days of the close of the fiscal year, submitting a copy to the Secretary at least one (1) month in advance of the annual membership meeting, for inclusion in the Annual Report.
- d. File or cause to be filed the Biennial Report required by Vermont Statute.
- e. Present or cause to be presented the financial records of The Market upon request of the Board, or as required for audit or statutory regulation.

APPENDIX B

RULES GOVERNING VENDORS OF THE VERMONT FARMERS MARKET, INC

SECTION I ORIGIN OF GOODS

- A. Produce, specialty foods and crafts must originate in and/or be grown in Vermont plus a 30 mile radius of Vermont State Borders ad The State Of Vermont defines the term "local".
- B. Eighty percent (80%) of a vendor's goods and/or sales must be of his/her making or production on each day of participation in the Market. Production of produce must be conducted by the vendor with his/her immediate family on land owned or leased by them within the geographic area specified.
- C. Twenty percent (20%) of a vendor's Market Day goods may originate from outside sources within the geographic area of production and may be subject to the approval of the Market Coordinator and/or Board prior to sale.
- D. Purchased plugs or plants will be classified under the 20% policy. They will be exempt only if the vendor put at least 6-8 weeks labor into them during their growth period.

SECTION II ITEMS TO BE SOLD AT MARKET

- A. Locally grown produce such as cultivated vegetables, fruits, flowers and herbs; wild fruits, flowers, herbs, nets and greens' maple syrup and honey' home-grown livestock, eggs, cheese and dairy products.
- B. Locally produced specialty foods/baked goods/on-site foods such as home-baked goods, pickles, jams and jellies, sandwiches, soups, etc.
- C. Locally produced crafts such as paintings, pottery, ceramics, stained or blown glass, hand-made jewelry, knitted, crocheted and woven items, woodenware, etc.
- D. NO items made from kits may be sold.
- E. Absolutely NO flea market items.
- F. NO baked goods made from commercially prepared or frozen dough.
- G. NO low-acid canned goods may be sold.

In order to keep the agricultural atmosphere of the Farmers Market, the goal for each market venue (except for the special fairs) will be to have fifty percent (50%) of the spaces go to agricultural vendors.

SECTION III VENDORS

Anyone may participate who is actively producing and/or making quality produce and/or handicrafts and who meets the standards set up by the Board and covered under The Market Rules and Regulations. Payment of the annual membership dues DOES NOT GUARANTEE an available space at the Market venue of choice. Only members who are placed will be assessed the appropriate space fees.

SECTION IV VENDOR RESPONSIBILITIES

- A. Each vendor must have in his/her possession a copy of The Market Rules and Regulations which serves as an acknowledgement of compliance with those policies for that year.
- B. Each vendor must have paid their membership dues and their space fees. Payment plans for fees may be negotiated, but not assumed.
- C. Only approved market goods may be sold. There will be no raffles, ticket selling, special discounts, etc. except by and for the Market as a whole unless approved by the Board Of Directors.
- D. Each vendor must consent to a screening of goods and a possible visit by the Board and/or the Market Coordinator to establish which goods are suitable for sale.
- E. All vendors are individually responsible for proper licensing and compliance with state health regulations where applicable.
- F. All vendors are individually responsible for carrying their own product liability insurance, and may be asked to submit proof of such insurance to The Market upon request.
- G. Collection and reporting of Vermont sales tax, meals tax and/or local tax, if any, is the responsibility of the vendor.

SECTION V COMPLIANCE

- A. It is the responsibility of all market vendors to immediately notify the Market Coordinator of any discrepancies noticed at the Market.
- B. No vendor shall take the recourse of setting or dropping prices so as to hurt another vendor. The Market Coordinator and/or the Board are responsible for maintaining adequate guidelines
- C. ALL vendors are to remain set up for the entire market day.
- D. Each vendor is responsible for setting up and maintaining a meat and quality-oriented display area.
- E. Any vendor found by the Market Coordinator and/or the Board to be in violation of the rules, as they pertain to this marketing policy and these By-Laws, shall be subject to the following procedures:
 - a. First offense - Mandatory non- participation in the following week's Market
 - b. Second offense – Expulsion from the Market for the remainder of the season

F. Vendors shall report their gross sales to the Market Coordinator before leaving the Market each week. These figures will be used to review market trends when planning for the future. Seasonal vendors have the option of reporting monthly or at the end of the Market season, but no later than one week after the official closing.