

MILTON FARMERS MARKET BYLAWS

Approved 2/1/18

Voting Rules and Steering Committee composition go into effect January 2018

I. NAME

- A. The name of the organization shall be the Milton Farmers Market
- B. It shall be referred to as the MFM throughout this document.

II. PURPOSE

- A. The purpose shall be, namely, to provide local, accessible, and healthy food, artisan goods, education, and entertainment in a welcoming community experience for all ages
- B. The MFM Steering Committee shall work towards long-term sustainability of the Milton Farmers Market

III. BASIC POLICIES

- A. The MFM is a non-profit organization and shall be noncommercial, nonsectarian, nonpartisan and nondiscriminatory.
- B. The name of the MFM, or the names of any members in their official capacities, shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the objects of the MFM.
- C. The MFM shall cooperate with schools, governmental and private agencies and the community to further the purposes of the MFM.
- D. The MFM shall be bound only by policies and commitments approved by the MFM Steering Committee.

IV. MEMBERSHIP AND MEETINGS OF MEMBERS

- A. Qualifications. Membership consists of vendors accepted to participate in the MFM. Any person of the MFM who wants to maintain membership must apply annually.
- B. Background Checks - All members agree to receive Background Checks at the expense of MCYC
 - 1. Whether or not a candidate is still eligible for participation in the MFM in light of a violation will be determined by a vote of the MCYC Board of Directors
- C. Membership Classification
 - 1. (a) Members are defined as follows:
 - a) (i) Voting members — New members gain voting rights by (1) vending at least 6 markets in a given year, starting in June and ending at the end of October and (2) pay the current member fee. Returning vendors gain voting rights by (1) attending at least 6 markets in the previous year, (2) vending a minimum of 6 markets in the current year, and (3) paying their current membership fee.

- b) (ii) Nonvoting members — vend at less than six (6) markets and pay the annual member fee.

D. All vendors must follow MFM Guidelines.

E. Suspension or Termination.

- 1. The MFM Steering Committee may expel members who do not abide by the MFM Rules. The decision of the MFM Steering Committee to expel a member must be a majority vote of the MFM Steering Committee at a MFM Steering Committee meeting.

F. Notice of Meetings: The Steering Committee shall provide written notice of every regular and special membership meeting.

G. Voting Members: All members shall be entitled to one vote at any annual or special meeting of the MFM. A family or partnership, which has one membership, shall be entitled to one vote at any annual or special meeting of the MFM.

H. Quorum: 51% of the MFM voting membership shall constitute a quorum at any membership meeting. MFM members may submit votes in person, electronically, or in writing

V. MEETINGS

A. There will be an annual membership meeting of the Milton Farmers Market each year after the close of the market season, no later than Jan. 15 of the following year to review the business of the preceding market season, to elect officers and members of the Steering Committee for the following year, and to take care of any business set by the Chair and Vice Chair.

B. The MFM Steering Committee shall schedule a special meeting of the membership at its discretion or when petitioned by a minimum of 20% of the voting members and must be warned at least two weeks in advance.

C. Thirty days notice will be given to all the individual and group members for all the member meetings.

D. Only current voting members have the right to vote on any organization business including elections.

E. Steering Committee meetings shall be held monthly during the market offseason (November - May) or otherwise called by the Chair for any business that needs to be done. Minutes will be taken at all meetings of the Steering Committee by the Secretary and approved copies will be kept in the Market files and made available to the membership (with the exception of Executive Sessions) by the Secretary.

F. Three days notice shall be given for any Steering Committee meeting.

VI. STEERING COMMITTEE

A. General Function:

1. The Steering Committee shall be responsible for the business of the organization and for any other business that may be necessary relating to the organization.
 - a) The committee shall in all cases act as a Steering Committee and may adopt any such rules and regulations for the conduct of the meetings, the management of the organization, the administration of the market and the management of the corporation as they deem proper and consistent with the goals and regulations of Milton Community Youth Coalition.
 - (1) See attached Steering Committee Member Statement of Agreement.

B. Officers

1. The officers shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer. Each officer will perform such duties as the Steering Committee directs.
2. Terms:
 - a) The Co-Chairs shall serve two year terms, the first year as Vice Chair and the second year as Chair.
 - b) The Secretary and Treasurer will serve two year terms, each position being elected on alternate years.
 - c) Of the remaining positions, all positions will be one year terms.
 - d) Officers are elected at the annual membership meeting no later than Jan 15 by a majority vote of a quorum of the members and will take office upon election.

C. Duties of Officers:

1. Chair
 - a) shall preside at all meetings of the MFM and shall cause regular and special meetings of the Steering Committee to be called in accordance with these By-Laws.
 - b) call all meetings of the MFM Steering Committee and set agendas
 - c) sign all papers of the MFM as the Chair may be authorized or directed to sign by the MFM Steering Committee and MCYC Steering Committee
 - d) shall see that the books of the MFM, reports, statements and any other documents required by State law are properly made, kept and filed according to law.
 - e) shall enforce these By-Laws and perform all duties incident to the position and office, which are required by law.
 - f) The Chair shall perform such other duties as may be prescribed by the MFM Steering Committee.

2. Immediate Past Chair
 - a) Will remain committed to the work of the organization.
 - b) Will serve as a coach and mentor to the Chair for a term of one year
3. Vice Chair
 - a) In the absence or disability of the Chair, the Vice Chair shall perform the duties of Chair
 - b) assist the Chair in the operation of the MFM
 - c) Co-sign all papers of the MFM as the Vice Chair may be authorized or directed to cosign by the MFM Steering Committee & MCYC Steering Committee.
4. Secretary
 - a) The Secretary shall take all minutes of all Annual, Special and Steering Committee meetings
 - b) maintain complete and up-to-date MFM minutes, and make these available to the MFM membership & MCYC Executive Director
 - c) Co-sign all papers of the MFM as the Secretary may be authorized or directed to cosign by the MFM Steering Committee & MCYC Steering Committee.
5. Treasurer
 - a) The Treasurer will make periodic inspections of the books and records of the financial transactions of the Farmers Market.
 - b) shall communicate with the MFM Market Manager regularly in regards to finance, and will present a financial statement at every regular meeting of the Steering Committee.
 - c) shall make a full report at the annual meeting.
6. Market Manager
 - a) Duties
 - (1) The Market Manager shall be responsible to MCYC and the MFM Steering Committee and shall manage and coordinate the operation of the market according to the MFM Bylaws, Guidelines, and Market Manager job description as written by MCYC in conjunction with the MFM Steering Committee.
 - (2) The Market Manager shall attend MFM Steering Committee and membership meetings.

- (3) The Market Manager shall maintain updated lists and data containing information on membership, attendance, market rules broken, gross sales, and EBT & Crop Cash redemption.
- (4) shall cause to be kept, full and accurate records and accounts of all receipts and disbursements authorized by the Steering Committee and fiscal agent.
- (5) The Market Manager shall present a Manager's report on the current state of affairs, plans, and work to be done to the Steering Committee at each meeting.
- (6) The Market Manager shall present a Year in Review report to all member vendors at the annual post-season meeting.
 - (a) This report should include annual sales and coupon redemption analysis as well as vendor and customer feedback.

b) Authority

- (1) The Market Manager shall have the authority to enforce the MFM's duly adopted Guidelines on behalf of the MFM membership and Steering Committee.
- (2) The Manager will collect vendor and membership fees.
- (3) The Market Manager shall have one vote on the MFM Steering Committee and counts as a voting member of the MFM for the duration of the Manager's employment.
- (4) Only fiscal agent MCYC shall have the power to employ, or contract with, a market manager and decide the Market Managers' duties and compensation.

7. Member at Large

- a) The Member at Large shall be a community member with a vested interest in the market
- b) The Member at Large shall attend meetings and assist with other Steering Committee duties.
- c) In the absence or disability of the Secretary, the Member at Large shall take meeting minutes.
- d) The Member at Large shall not have a vote on the Steering Committee unless in the case of a tiebreaker.
- e) The Member at Large shall serve a one year term and must be voted in by the vendor members at the annual post-season meeting

D. Vacancies:

1. Vacancy - A vacancy in any office because of death, resignation, removal, disqualification
 - a) The Steering Committee may appoint a member or community member (MFM nonmember) to fill the vacancy until the next annual meeting of the members
 - b) The Steering Committee may also opt to allow the office to remain vacant until the next annual meeting of the members.
 2. Removal
 - a) A Steering Committee member may be removed from office only by a two-thirds (2/3) vote of a meeting of the full Steering Committee at a meeting called specifically for that purpose.
- E. Attendance: Steering Committee members can miss no more than 2 MFM SC meetings per fiscal year.
- F. Quorum: 51% of the voting membership of the Steering Committee shall constitute a quorum at any Steering Committee meeting.
- G. Resignation – Any member may resign by filing a written resignation with the president or secretary.
- H. Reinstatement – On written request signed by a former member and filed with the secretary, the board of directors, by the affirmative vote of a majority of the board, may reinstate a member as the board of directors may deem appropriate.
- I. Voting Rights - Each Steering Committee member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Steering Committee members may submit votes in person, electronically, or in writing.
- J. When a Steering Committee member has cause to believe that a matter to be voted upon will involve the member in a conflict of interest, the member shall abstain from voting on such matter. Steering Committee members shall determine by a simple majority vote whether or not a Steering Committee member has a conflict of interest. A member who declares conflict of interest or who has been declared so by the Steering Committee shall recuse themselves and not enter into debate or vote concerning the matter.
- K. Screening: Prospective MFM Steering Committee members will be subject to background checks consistent with participation in other MCYC programs, including a National Sex Offender Registry check, State criminal history, and Child abuse registry.
 1. Whether or not a candidate is still eligible for participation in the Steering Committee and market in light of a violation will be determined by a vote of the MCYC Board of Directors. .
- L. Responsibilities: The Steering Committee will specifically, (but not exclusively):
 1. Set the rules for the market from year to year including vendors' fees and commissions.
 2. Arrange for the location and establish the duration of the market.

3. Define committees that will handle necessary business of the organization.
4. Define membership fees for individual and group memberships, reserved site fees, and establish and define any special membership categories that may be necessary.
5. Any other business that may be necessary to manage the organization, the market and any activities relating to the goals of the market.

M. Fiscal Agent

1. As fiscal agent, the MCYC Board of Directors reserves the right to exercise veto power over major decisions of the MFM Steering Committee including but not limited to location, time/date, policy changes, or any other decision deemed not in alignment with MCYC policy and practices.
2. The MCYC Executive Director will be kept informed prior to all votes and Steering Committee decisions by the Secretary, Chair, and Market Manager.

VII. COMMITTEES

- A. The MFM Steering Committee may appoint committees as it may deem necessary. Each Steering Committee member will serve on one committee, when possible.
 1. If a committee does not include a Steering Committee member, each committee chairperson/facilitator will serve as a liaison to the Steering Committee for communication purposes and will attend Steering Committee meetings upon request to help facilitate the work of the committee.

VIII. FINANCIAL MANAGEMENT

- A. The MFM Steering Committee shall have an accounting system, which shall be adequate to the requirements of the business, and it shall be its duty to require proper records to be kept of all business transactions.
- B. MCYC as fiscal agent shall have the power to:
 1. select one or more financial institutions to act as depositories of the funds of the MFM
 2. determine the manner of receiving, depositing and disbursing the funds of the MFM
 3. determine which, if any, Steering Committee members shall be signatories to accounts holding MFM assets.

IX. FISCAL REVIEW

- A. Once in each year, the Steering Committee shall request an internal audit from the MCYC Bookkeeper, who shall make an accurate review of the books and accounts of the MFM and write a report and submit it to the MFM Steering Committee.
- B. This report shall include at least a balance sheet showing the true assets and liabilities of the MFM, and an income statement showing revenues and expenses.

X. NONDISCRIMINATION POLICY:

- A. The MFM does not discriminate on the basis of race, color, national origin, sex, gender, disability, religion, and sexual orientation or age in its programs, activities or in its hiring and employment practices.

XI. ANTI-HARASSMENT POLICY:

- A. It is the policy of the MFM not to tolerate any sexual, physical, psychological or verbal harassment of our members or customers.
- B. Members committing any of the following acts will be subject to an investigation by the MFM Steering Committee and disciplinary action if warranted, up to and including termination.
 - 1. Harassment encompasses a broad range of physical or verbal behavior which can include, but is not limited to: sexual abuse, physical or mental abuse, racial insults, derogatory ethnic jokes, religious slurs, taunting, or intending to provoke another person.
- C. In the event that any of our members or customers feel that there is a violation of this policy, they should immediately bring it to the attention of the MFM Steering Committee for investigation.

XII. INDEMNIFICATION

- A. Every Steering Committee member and every officer of the MFM and heirs, executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless by the MFM from and against every Steering Committee member from:
 - 1. Any liability and all costs, charges and expenses sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against a board member for or in respect of the execution of duties of office - and
 - 2. All other costs, charges and expenses that a member of the Steering Committee sustains or incurs in respect of the affairs of the MFM except by his own willful neglect or default.
- B. No Steering Committee member or officer of the MFM shall be liable for the acts, receipts, neglects or defaults by any other member or officer or employee, or for joining in any act of conformity, or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the MFM or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the MFM shall be placed out or invested or for any loss or damage arising from the bankruptcy, or insolvency of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by any error or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trusts or in relation thereto unless the same shall happen by or through his own willful act or default.

- C. Any act or proceeding of any Steering Committee member shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such member or members.
- D. Steering Committee members may rely upon the accuracy of any statement or report prepared by the MFM's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

XIII. THE BYLAWS

- A. The bylaws are to guide the organization in purpose and procedure.
- B. Amendments
 - 1. These Bylaws may be amended, repealed or altered in whole or in part by a majority vote at any regular or special meeting of the MFM Steering Committee.

STEERING COMMITTEE MEMBER STATEMENT OF AGREEMENT

As Steering Committee officials, we are required to conduct ourselves at all times in a manner that benefits our status as members of the Steering Committee of the Milton Farmers Market. Moreover, our conduct should not bring the Market into disrepute. As Steering Committee officials, it is essential that we act with honesty and propriety. Our duties should be carried out in a manner that preserves and enhances public confidence in our integrity and the integrity of the Market. As a community organization, the Market places great value on the varied cultures, beliefs, and backgrounds of its Steering Committee members, vendors, and staff. Courtesy, respect, and tolerance are expected in all dealings with our fellow Steering Committee members and staff. I know if I fail to act in good faith in living up to these commitments I must resign, or someone from the Steering Committee may ask me to resign, which could result in my removal from the Steering Committee.

As a member of the Steering Committee, I will:

- Listen carefully to and respect the opinions of my fellow Steering Committee members.
- Respect and follow the majority decisions of the Steering Committee in public, even if I disagree.
- Represent the Steering Committee professionally and with integrity at all times.
- Speak for the full Steering Committee only when it has sanctioned my doing so.
- Represent the interests of the organization above personal interests, memberships, and affiliations.
- Participate actively in Steering Committee meetings and actions, striving for the integration of all viewpoints and seeking consensus building in all decisions.
- Bring to the attention of the Steering Committee any issues and/or complaints I believe will have an adverse effect on the Milton Farmers Market or those we serve.
- Recognize that my job is to ensure that the Milton Farmers Market is well managed, not to manage the Milton Farmers Market myself.
- Consider myself a trustee of the Milton Farmers Market and do my best to ensure it is healthy, maintained, financially secure, growing, and always operating in the best interests of our vision and mission and those we serve.
- Be responsible to know, approve, and abide by the by-laws and all policies and programs of the Milton Farmers Market and to oversee their implementation.
- Hold all confidential matters in confidence.
- Actively support the Milton Farmers Market in whatever ways are best suited for me. These may include undertaking or assisting with special events, projects or fundraising.
- Understand that commitment to this Steering Committee will involve a good deal of time. Probably not less than four hours per month will be involved. This work will include being educated on the market guidelines, by-laws and policies.

Name Printed: _____

Signed: _____ Date: _____

Steering Committee Position: _____