

BY-LAWS  
2010-2011

1. Name and Address:

The name of the association is the San Antonio Food Bank Farmers Market Association. The address is a 100% current address of the secretary/treasurer in office. The Main Plaza Farmers Market will consist of farmers and home gardeners from Atascosa, Bandera, Bexar, Comal, Edwards, Frio, Guadalupe, Karnes, Kendall, Kerr, La Salle, Medina, Real, Uvalde, Wilson, and Zavala counties as an invitation only basis.

2. Purpose:

The association is organized for the purpose of assisting area farmers in the direct marketing of their products. Associating sponsor the Main Plaza Farmers Market, provides consumers with markets to purchase Texas produce, promotes direct marketing with consumer groups, government officials and news media, and educates member producers and marketing practices as they relate to direct marketing.

3. Membership:

A Texas farmer or rancher (as defined in the rules and regulations) who wishes to directly market their products with the assistance of the association may become a member. The membership will be open to seven to ten members (potential vendors) and the San Antonio Food Bank (SAFB). All members must pay dues according to enrollment date (described in the rules and regulations) all applications for membership will be reviewed by the board of directors, approval will be by the board of directors, members will receive notification of acceptance and a letter as evidence of their membership in the SAFB Farmers Market Association. Members will be 100% farmers, ranchers, and or home gardeners and will sell only locally grown products or products prepared by the members.

4. Compliance with rules:

All members of the association agree to abide by the by-laws. All rules governing conduct at the farmers market, land and other regulations duly passed by the board of directors. (See rules and regulations).

5. Employee of member:

Any member of the association may name a member of his/her family or any member to perform activities normally performed by the member, but must have written permission from the member.

6. Termination of membership:

The board of directors by a vote of 2/3 of the membership of the board of directors may for cause suspend for a fixed period of time or expel a member after an adversary hearing. The board will give formal notice before such action is taken, and the member may request a special called board of directors meeting to review the decision.

## 7. Board of directors:

The affairs of the association shall be managed by its board of directors. There shall be 3 members of the board of directors, including president, vice president, and secretary/treasurer.

A. The board of directors shall have the power to carry out any and all agreements of the association with the members and others in every way advantages to the association representing the members and others collectively.

B. The board of directors shall designate a federally insured bank as the depository for the funds of the association. The account must have a requirement of 2 signatures for any transaction. The person who will have authority to sign checks will be current president and the current secretary/treasurer.

C. The board of directors may accept on behalf of the association any contributions, gifts, bequest, or device for the general purpose or any purpose of the association.

D. Whenever a vacancy occurs on the board of directors other than the expiration of a term of office a replacement to serve until the next regular election.

E. Any action which may be taken at a meeting of directors may be taken without a meeting, if consent in writing, setting, forth the acting to be taken shall be all of the board of directors.

F. At least once a year the board of directors may secure a competent and disinterested public accountant and render a report in writing thereon, which the report shall be submitted to the membership of the association.

G. The board of directors shall establish the duties of the market manager and prescribe way in which the market manager shall work with the members of the association to see that the general rules and regulations of the association are carried out. The manager is responsible for collecting and in turning in stall fees every week.

## 8. Power of the board:

The board of directors shall have general supervision and control of the affairs of the association and shall not make rules contrary to these or to the laws of the state of Texas, and changes must be approved by the majority of the voting membership at a regular meeting. Members agree to permit a farm inspection upon board of directors' action to verify production.

## 9. Election of the board of directors:

The board of directors shall be president, vice president, and secretary/treasurer. The board of directors shall be elected by 2/3 of the vote of the members of the association; the term of each board member shall be for 2 years. Any outgoing director may run for reelection.

10. Board of directors meeting:

The meeting of the board of directors shall be held at such time and place as the board of directors determine. Notice of each meeting shall be given director by mail or telephone at least 7 days before the meeting. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting. A special meeting of the board of directors may be called by the president or by any 2 board of director's members, but all notices shall be by the current secretary.

11. Directors of the association shall not receive any stated salaries for their services, but may be allowed travel expenses for attendance at regular or special meetings of the board of directors.

12. Removal of director:

Any member of the board of directors may be removed from office by the process:

A-Complaint by member or other director may be submitted to the president.

B-Review of the complaint by the board of directors.

C-Review the findings of the board of directors, who will notify all members for a called meeting to act upon the complaint.

D-2/3 vote of the members present will cause removal of said board member.

13. Duties of officers:

A. President

A-Preside over board of membership meetings.

B-Sign documents on behalf of association.

C-Provide leadership and direction.

D-Act as advocate for the association.

E-Determine if a special membership meeting is necessary.

F-President is entitled to a free membership and stall fee and reimbursement for telephone calls.

G-Shall appoint 3 members to work membership and advertisement.

B-Vice President:

A-Serve in capacity of president when he/she is unable to act.

B-Perform duties as assigned by president.

C-Perform duties as required by committee assignment.

D-Serve as head of location and working with the president for signatures on contracts.

E-Head of inspections with appointment members help in their areas.

C-Secretary/Treasurer:

A-Show a record of all board of directors and membership meetings.

B-Serve all notices as required by the by-laws.

C-Maintain a current list of all association members.

D-Keep financial records for the association.

E-Maintain legal contracts of the association.

F-Perform duties as required by the committee assignments.

G-Work with the market manager to make sure each member has received the necessary copies and understands them.

H-Shall review suggestions for changes or additions to the by-laws or rules and regulations to make changes or additions.

14. Meetings of members:

The members of the association shall meet at least twice a year on a date and place as set by the board of directors. The election of the officers and the board of directors shall occur at the annual meeting. Other meetings may be called by the president who has been notified by a member. All members shall receive a written letter for every membership meeting. (7 days notice)

15. Dissolution of the association:

Upon the dissolution of the association, and after all the association debits have been paid, the remaining assets shall be transferred to a successor such as a nonprofit organization where the assets can be divided for the contribution to provide food and clothing to the needy (such as a battered woman's shelter, salvation army, children's shelter) this will be by the board and membership majority.

16. Changes to the by-laws:

The by-laws may be altered, amended or repealed and new by-laws adopted only by a vote of 2/3 membership present. All members shall be notified at least 7 days prior to the changes being considered.

Approved on this, the \_\_\_\_ of \_\_\_\_\_, 2010 (in San Antonio, Texas \_\_\_\_\_ County) on behalf of the membership and voting for approval by:

President: \_\_\_\_\_

Vice President: \_\_\_\_\_

Secretary/Treasurer: \_\_\_\_\_