

**By-Laws**  
**Farmers' Market Alliance of Western Pennsylvania**  
**A NOT FOR PROFIT CORPORATION**  
**Adopted: January 18, 2006**

**Article 1. Name**

The name of the organization is Farmers' Market Alliance of Western Pennsylvania.

**Article 2. Purpose**

**2.1 Mission**

The Farmers' Market Alliance of Western Pennsylvania is committed to building vibrant farmers' markets and thereby supporting economically sustainable farms.

**2.2 Objectives**

- a. Build a strong, collaborative network of farmers' market.
- b. Improve vendors' marketing skills.
- c. Facilitate cost-savings for market vendors.
- d. Provide direct opportunities for local farmers to learn from other farmers and experts—locally and nationally.
- e. Enable small farmers to sell their products profitably.
- f. Build consumers' appreciation of local, fresh and seasonal foods.
- g. Promote farmers' markets within all demographic groups with a particular focus on young consumers and families.
- h. Enhance public support for farmers' markets.

**Article 3. Members**

Members of the Farmers' Market Alliance of Western Pennsylvania include:

- a. Farmers' markets located in Western Pennsylvania that have paid their annual dues. A farmers' market is defined for this purpose as a multi-vendor public marketplace primarily selling fresh foods produced by the people who have grown, gathered, raised, made or caught them.
- b. Individuals that support the mission and program of the Farmers' Market Alliance and have paid their annual dues.
- c. Organizations that support the mission and program of the Farmers' Market Alliance and have paid their annual dues. The Board of the Farmers' Market Alliance, at its discretion, may waive an organization's membership fee.

**Article 4. Board of Directors**

**4.1 Duties**

The Board of Directors shall conduct all official business of the Farmers' Market Alliance including:

- a. Adopting an annual budget.
- b. Establishing the annual dues for a farmers' market, individual and organization to belong to the Farmers' Market Alliance.
- c. Entering into contracts.

- d. Preparing, implementing and evaluating a strategic plan.
- e. Reviewing and providing for proper oversight of all finances.
- f. Hiring staff.
- g. Performing all other duties and obligations necessary and appropriate for the good standing of the Farmers' Market Alliance.

#### **4.2 Composition**

The Board of Directors shall include:

- a. Market Representative Directors: one voting representative of each member farmers' market and a designated alternate who can vote in the absence of the voting representative.
- b. At-Large Directors: any number of other members up to one-third of the number of market members in a given year.
- c. No individual may serve simultaneously as both a Market Representative Director and an At-Large Director.

#### **4.3 Nominations**

The slate of nominees (See Article 5.2) shall be presented no later than two (2) weeks in advance of the Annual Meeting. Nominations from the floor may also be made at the Annual Meeting.

#### **4.4 Officers**

The officers of the Board shall include the President, Vice President, and Secretary-Treasurer. Officers shall perform the functions normally expected of these positions. Any member in good standing is eligible to serve as an officer.

#### **4.4 Elections**

- a. The At-Large Directors shall be elected upon recommendation of the Nominating Committee by a majority vote of the members present at the Annual Meeting.
- b. The Board of Directors, elected and present at the Annual Meeting, shall elect its officers by an affirmative vote by the majority of Directors.
- c. Any individual who is a member by virtue of representing an organization, market and/or him/herself is eligible to cast one vote for each and every category of his/her membership.

#### **4.5 Term**

Directors and officers shall serve one-year terms and may be re-elected to any number of successive terms.

#### **4.6 Removal of Directors and Officers**

Any Director and Officer may be removed for cause by a two-thirds vote of the Board of Directors provided proper notice of the meeting at which this action will be taken has been given and that notice has included the cause for the proposed action of removal.

#### **4.7 Vacancies**

Any vacancy among At-Large Directors shall be filled upon nomination by the officers and election by a majority of the remaining Directors. Vacancies among Market Representatives shall be filled by the member market. If an officer resigns, dies or is removed, the board may elect, by a majority vote, a director to serve the unexpired portion of the term.

## **Article 5. Committees**

### **5.1 Executive Committee**

The Executive Committee shall be comprised of the officers.

### **5.2 Nominating Committee**

A Nominating Committee of three (3) members shall be appointed no later than three (3) months in advance of the Annual Meeting.

### **5.3 Other Committees**

The President, as necessary, may appoint committees for specified purposes and these committees may be comprised of directors as well as members.

## **Article 6. Meetings**

### **6.1 Membership**

- a. The membership shall meet annually in March of each year. A quorum is 40% of the current members.
- b. The President, or on the petition of any one member to the President, may call special meetings of the Membership as needed with proper notice (See Article 6.3.).

### **6.2 Board**

- a. The Board shall meet at least two (2) times each year: in March to convene the Annual Membership Meeting and again in December to set the rate of dues for the following fiscal year. A quorum is 40% of the current Board membership.
- b. A special meeting of the Board may be called either by the President or a number constituting either 10% of the board of directors or 2 directors, whichever is larger. Special meetings may be held in person or through electronic communications.
- c. Each director in good standing is entitled to one vote, which may be cast in person at a meeting or via electronic communications within 24 hours of a duly called meeting. All decisions shall be made by majority vote.

### **6.3 Notice of Meetings**

- a. Notice of the Annual Meeting and any Special Meetings of the Members shall be provided to every member by written, facsimile or electronic correspondence no less than seven (7) days prior to the meeting.
- b. Notice of Board Meetings shall be provided to each Director by written, facsimile or electronic correspondence no less than seven (7) days prior to the meeting.
- c. Notice shall include the date, time, location, and tentative agenda.

## **Article 7. Operations**

### **7.1 Fiscal Year**

The fiscal year shall be from April 1 through March 30.

### **7.2 Earnings**

No part of the Corporation's net earnings will inure to the particular benefit of any individual members, directors, or other private persons except that the Corporation shall pay reasonable compensation to staff for services rendered.

### **7.3 Political and Legislative Activities**

No substantial part of the Corporation's activities will consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation will not participate in any political campaign on behalf of or in opposition to any candidate for public office.

### **7.4 Records**

The Farmers' Market Alliance will keep correct and complete records of its finances, activities, official meetings and contracts. Upon request of any member, the President shall make any record available for his/her inspection.

### **7.5 Finances**

All expenditures shall be paid by check signed by 2 persons authorized by the Board of Directors.

## **Article 8. Amendment**

The Board of Directors may amend these by-laws by a two-thirds vote of the Directors. The quorum for a meeting at which an amendment is being considered shall be 75% of the Board membership.

## **Article 9. Dissolution**

The Farmers' Market Alliance may be dissolved upon majority vote of the Members. Upon dissolution of the Corporation, assets shall be distributed to one or more organizations of similar purpose to the Farmers' Market Alliance.

## **Article 10. Limited Liability of Directors**

A director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under section 8363 of the Directors' Liability Act (relating to standard of care and justifiable reliance). The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of a director pursuant to any criminal statute; or the liability of a director for the payment of taxes pursuant to local, State or Federal law.

## **Article 11. Conflict of Interest**

No member or Director may uniquely benefit from action or inaction of the Board. Should a conflict of interest arise as a result of a proposal to act or not act on a certain

proposal, that Director/member must recuse himself from voting on the proposal. However, the Director/member may be heard on the proposal.