

## By-Laws of East Texas FRESH Association

### Article I Name and Mission Statement

Section 1. Name- The name of the organization shall be East Texas FRESH Association.

Section 2. Mission Statement—East Texas FRESH Association Market will provide Tyler and the surrounding East Texas region with locally grown foods and farm products in a direct farm-to-consumer marketing venue that will serve diverse populations, preserve and promote regional agriculture and improve our quality of life while connecting the community through farmers and urban consumers.

Section 3. Purpose East Texas Fresh Association is a not-for profit organization to promote local direct marketed produce and goods through urban outlets.

### Article II Officers and Board of Directors

Section 1. Officers. The Board of Directors of East Texas FRESH Association Market shall be comprised of members selected by the standing membership of the association including a President, Vice-President, Secretary and Treasurer with a majority being agriculture members. Other Board of Directors members at large are limited to three agriculture or non-agriculture members. All duties of said Board of Directors positions will be followed as set forth by the official rules and regulations of the association.

### Article III Membership

Section 1. Membership. Membership shall be open to anyone actively engaged in the production of farm products or handcrafted goods for direct sale that meets the qualifications set forth by the Board of Directors and the rules and regulations. The required steps are application, acceptance by the Board of Directors, and payment of annual dues and fees set forth by the rules and regulations.

#### Section 2 – Categories of Membership

There shall be two categories of members of this organization.

Voting Members – full voting membership as an agricultural producer. Limited to one vote per farm membership.

Associate Members –members who are not agricultural producers and have representative voting rights. There shall be one representative from each of the categories of associate members (i.e.-handmade crafts, prepared foods). This representative will be elected from each category by said category. That representative will be responsible for attending meetings and voting for their group.

Section 3 – Suspension of Membership

Members must abide by these By-Laws, rules and regulations established by the Board, and by all applicable city, county, state, and federal laws, or lose their membership. As a condition of membership and of the right to sell at the Market, it is understood that a Board approved representative(s) of the Farmers Market, consistent with policies established by the Board, shall have the right to inspect the vendor’s farm and /or site of production for the sole purpose of confirming conformance with the Farmers Market By-Laws and policies. Failure to submit to such an inspection can result in suspension of membership. Application for re-establishment of membership as result of this section shall be on the basis of a new membership.

Section 4 – Due Process

The Board of Directors shall establish a policy providing the right to due process for any suspension or discipline of a member.

Section 5 – Requirements for Membership

- a. All agriculture products must be grown in a 150 mile radius from the market sales location. All non-agriculture products must be crafted within a 150 mile radius from the market sales location.
- b. A market vender is a farm or business that produces farm and/or handcrafted goods. A market vender includes any person or group of people producing farm products under one farm, business, or organization name. A market vender’s products or crafts must be defined by the Board of Directors and included in the rules and regulations. All agriculture producers must have attendants at the booths that are the producer or on-farm assistant.
- c. Only agriculture/horticulture products grown within the limited area established in Sec 5 part A will be allowed and all agriculture products must be grown or wild-gathered by the farmer/vendor and their assistants. There will be no reselling of produce or any agriculture products at anytime.
- d. All members are subject to inspection by the East Texas Fresh Association Market.

Article IV

Meetings and Elections

Section 1. Membership Voting

Voting-voting members of this association will be the final authority as it relates to the governance of the market. Voting privileges shall be extended to agriculture members with the limit of one vote per agriculture vender unit and one per non-agriculture producer category. Categories for non-agriculture producers are defined by the Board of Directors in the Rules and Regulations.

Voting Eligibility-Any agriculture member and the four non-agriculture categories in good standing as of the last market day of the current season is eligible to vote at said meeting. Members must be present to cast their vote.

Section 2. Election of Board of Directors The Board of Directors is at least 5 members. Those members shall be at least 4 agriculture members. The election of the Board of Directors shall be held at the annual membership meeting. Vacancies left by a member of the board shall be filled for the period remaining until the next election, by a majority vote of a quorum of the Board.

Section 3. Annual Membership Meeting. The annual meeting will be held at a time and place designated by the Board of Directors sometime during the first quarter of the calendar year. Announcement of said meeting to all membership will be made at least 3 weeks before said meeting.

Section 4. Regular and Special Meetings. The Board of Directors shall establish a schedule of regular meetings of Market Members and designate the time and place of the meetings. Special meetings of Market Members may be called by the President or the Board of Directors.

Section 6. Order of Business Annual Membership Meetings will follow a standard order of business:

1. Officer roll call
2. Reading and approval of minutes
3. Officer reports
4. Committee reports
5. Unfinished business
6. New Business-submitted in writing at least 2 weeks prior to said meeting.
7. Adjournment

## Article V

### Election and Authority of the Board of Directors

Section 1. Election and Terms- The Board of Directors shall be elected by and from the market membership members at the annual membership meeting.

- a. Board members must be elected by a majority vote of market members present at said meeting.
- b. Board members will serve a two year term with half the members leaving or standing for re-election to the Board each year.
- c. No Board member will hold consecutively more than one of the following positions- president, vice-president, secretary, and treasurer.

Section 2. Authority of the Board of Directors. All authority of the organization shall be exercised by or under the authority of, and the business affairs of the organization shall be controlled by, the Board of Directors, subject to limitations of the other sections of their by-laws.

Section 3. Removal. The Board reserves the right to select or remove all the other officers and agents of this organization by majority vote of the Board of Directors.

Section 4. Enforcement. The Board will conduct, manage, and control the affairs and business of the organization and make and enforce the rules and regulations not inconsistent with any law or these By-Laws. The authority under this section may be exercised by the Board directly.

Section 5. Policies. The Board of Directors shall establish and keep a book of the Rules and Regulations. The Rules and Regulations book shall be consistent with the By-Laws and will be the final authority for the operation of the market. It shall continue to enforce until amended by the Board of Directors.

## Article VI

### Condition of Membership

Section 1. Condition. As a condition of membership the member agrees to release and hold the Market , its directors, agents, officers and employees harmless from all claims related to or arising from such membership.

## Article VII

### Amendments

Proposed changes to these by-laws may be initiated by a majority vote of the Board of Directors. Suggestions of the changes to the Board must take place in writing and be presented to them at least 30 days prior to the annual meeting. The Board shall consider such proposals and may recommend adoption, modification, or rejection by the membership. A majority vote of the members voting and present at the meeting shall be sufficient for adoption. Notice of the proposed changes together with any recommendations of the Board shall be mailed to voting members at least 14 days prior to the Annual membership meeting.