

## **PROPOSED 2010 DRAFT**

### **MCFARM BYLAW REVISION**

**(Bold Font indicates suggested changes)**

#### **I. NAME AND LOCATION**

This association shall be known as Mendocino County Farmers Market Association (MCFARM). Certified Farmers Markets (CFM's) in this Association are located in Mendocino County, California.

II. PURPOSE The purpose of MCFARM is to provide low-overhead cooperatively run CFM's for agricultural products grown in Mendocino County and adjacent counties, to sponsor and coordinate CFM's in Mendocino County in accordance with California Department of Agriculture Direct Marketing Regulations in a fair and equitable manner, and to provide opportunities for current or potential agricultural producers that will improve their productivity and marketing skills as well as encourage participation in MCFARM.

#### **III. MEMBERSHIP**

##### **A. Types of Membership**

1. Agricultural Members (Ag Members) are comprised of vendors who are independent producers of certified or non-certifiable agricultural products or are members of the Operating Committee.
2. Supporting Members are comprised of all other participating vendors, services, and community organization.

##### **B. Membership Voting**

1. Ag Members must have sold products as a vendor in MFARM for at least one of the two preceding years or are members of the Operating Committee to receive voting privileges at the annual meeting.
2. There is one vote per Ag Membership. There is one membership per working group, family, or farm apprentices, that is people working together in a common agricultural project.
3. Supporting Members have all of the other rights and responsibilities of Ag Members, as defined in MCFARM Bylaws or Rules and Regulations, with the exception of voting at the annual meeting.

##### **C. Verification of Membership**

1. The applicant and partners, listed on the membership application, agricultural certification, and other required documents, are the designated members.
2. When the application, required documents, and fees are received and processed, a membership card is sent with member names. Membership is required before vending at any MCFARM market. The membership is valid until the next season begins.
3. Operating Committee Members receive their memberships without fees.

#### **IV. THE VENDORS**

A. All vendor applications, fees, and required documents will be sent to the Office Manager annually and must be received and processed before attending a market. Acceptance of any application fee and

documents does not guarantee a space at a specific market. All applicants must contact each market manager of specific markets of interest. Admission policies are subject to Market Rules and Regulations which reflect a strong attempt to admit all local agricultural applicants and their products, providing there is space.

B. Accepted vendors of a market will have the right to one selling space. Market managers may use their discretion to provide assigned spaces and reasonable flexibility to meet vendor needs, accommodate vehicles, consider individual market differences, and comply with state regulations.

C. In order to comply with California regulations, vendors of products that are not certified agriculture nor non-certifiable agriculture may not be vendors inside the boundaries of the certified section of the market. Vendors shall abide by and be in compliance with California's Direct Marketing Regulations for Certified Farmers Markets, as well as MCFARM'S Rules and Regulations.

## V. THE GOVERNING BODY

The Governing Body of MCFARM is comprised of the current members. Members make decisions that affect their rights, their privileges and how they are affected fiscally,

### A. DECISION MAKING AT ANNUAL MEETINGS

1. The purpose of the annual meeting is to to conduct any business required by the Association. All members are to be given written notice of annual meetings mailed at least two weeks in advance of the meeting date. Any proposed changes to the Bylaws, Market Rules and Regulations, fees, or corporate identity (e.g. not-for-profit). must be included in a written notice previous to the annual meeting. Minutes from the previous annual meeting are also included for consideration of approval.

2. Ag Members are responsible for adopting and approving the revisions of all Bylaws, Market Rules and Regulations and for maintaining the solvency of the Association by approving the annual budget. Any changes in stall fees must be approved by members.

3. Ag Members are responsible for electing MCFARM Officers and should have reasonable opportunity to know the candidates' experiences and qualifications for these positions.

4. The Ag Member's parents, children, grandparents, grandchildren, a relative regularly residing in the member's household, farm apprentices, or an employee of the member may represent the Ag member at an annual meeting with an original written letter of authorization from the member that is being represented. The member should strive to notify the Office Manager and President prior to the day of the annual meeting.

5. Memberships do not receive additional votes for carrying a second certificate, for selling for another entity in any other manner, or for representing another membership as a proxy.

6. The voting at Annual Meetings shall be conducted according to Robert's Rules. A 2/3 vote of memberships in attendance is required to approve of adoption or revisions of Bylaws or Market Rules and Regulations. Elections and other voting decisions require a majority vote of **the** membership in attendance for approval.

7. The chair of the meeting may select other decision making processes for non-voting portions of annual meetings, when it is deemed appropriate by the chair. All meeting processes must be clear to the participants. They must be structured in a manner that adheres to the approved agenda, supports democratic principles, ensures respect for participants, encourages full participation, and honors time

constraints.

8. The members present at an annual meeting shall constitute a quorum.

**9. An independent contractor will record the minutes.**

**B. DECISION MAKING AT THE MARKET**

1. At each market where a current MCFARM member is a participating vendor during that season or the previous season, he/she is eligible to vote and participate in decision making that directly affects that market.

2. All participating vendors at a market have the opportunity and responsibility to evaluate each market annually, as well as to select new Market Managers when there is a vacancy. The position is open to any vendor or member of the public who demonstrates experiences and skills for performing the responsibilities of this position.

**2. Suggested change: All participating vendors at a market have the opportunity and responsibility to evaluate each market annually, as well as to select their Market Managers. The position is open to any vendor or member of the public who demonstrates experiences and skills for performing the responsibilities of this position. Elections will be respectful and will focus on the positive qualities of each candidate. Information specific to market goals may be shared with all participating vendors. If needed, a Member Representative or other OC Member may coordinate the election.**

3. Recommendations for individual market locations, dates, and times, approved by participating vendors of the market, will be presented at the annual meeting for coordination purposes. Market managers continue to have the right and responsibility to make necessary changes immediately due to severe weather, emergencies, or other critical factors.

4. Decision making and meeting procedures are the same expectations as those for the Annual Meeting. In lieu of a Market Meeting, voting members can vote on issues by mail or e-mail, provided they have been adequately informed.

**C. DECISION MAKING AT SPECIAL MEETINGS**

1. Special Meetings may be held at other times as called by the President, upon the request of at least two OC Members, or by at least 10% of the Ag membership. A Special Meeting may be called in unusual circumstances when critical decisions are necessary and can not wait for the following annual meeting or regularly scheduled Operating Committee meeting.

2. Decision making and meeting procedures are the same expectations as those for the Annual Membership Meeting. In lieu of a Special Meeting, members can vote on a critical issue by regular mail or e-mail, provided they have been adequately informed.

**VI. THE OPERATING COMMITTEE- OC**

A. The elected Officers, Market Managers, **the General Manager**, and the Office Manager shall constitute the Operating Committee. The OC shall be the decision making group during the interim that exists between Annual meetings, operating as the association's board of directors.

B. The primary purposes for these meetings are for training, market planning, annual meeting

preparation, resolving problems and making necessary interim decisions that affect the well being of our Association. Any necessary decisions, including fiscal, made in this interim that would ordinarily be made by the voting membership at the Annual Meeting, will only be in effect until the following Annual Meeting.

C. MCFARM members may attend as non-participants. They must contact the Office Manager and the President to ensure adequate space and other accommodations. As guests, they may request or be invited to attend to provide specific information related to an agenda item.

D. OC members are not required to be vendors. They should be positive supporters of MCFARM markets and be familiar with the operations.

E. Each market is represented by one vote. Each Officer has one vote. No individual is allowed more than one vote, regardless of how many positions that person holds. **The Office Manager and General Manager do not have a vote. The President does not have a vote unless it is necessary to break or make a tie vote, or make or break a 2/3 vote.**

F. A quorum of the Operating Committee is defined as 51 per cent or more of the eligible number of votes of the members of the Operating Committee. There must be a quorum present at an OC meeting or through written responses in order to proceed in any decision making process that is the responsibility of the OC.

**G. An independent contractor will record the minutes.**

**H. OC will select, hire, and oversee the General Manager position.**

## VII. OFFICERS

The Officers are comprised of President, Vice President, Secretary, Treasurer, and two Member Representatives

### A. TERMS

1. Elections take place each year at the Annual Meeting for half of the Officer positions and to replace any other vacancies. Each term of office is for two years. One year the vote is for Vice President, Treasurer, and one Member Representative. The following year the vote is for President, Secretary, and another Member Representative.

2. Officers who are filling vacancies before a term has been completed, shall hold office until the original term is up or until a qualified successor has been elected.

3. If the membership votes to eliminate an Officer's position or change the term of office, the person in that current position has the right to complete the original term of office.

4. If the President is not able to complete the term of office, the Vice President will be the acting President for up to one month. In the case of any other vacancy, the OC will share the responsibilities of that office for up to one month.

5. For a vacancy longer than one month, the OC will be the decision making body to determine how to best fulfill the responsibilities of that office until the next Annual Meeting.

### B. ELECTIONS

1. OC members will form a nominating committee to seek out interested and qualified candidates for elections. Any member is allowed the opportunity to nominate himself/herself or another person prior to the Annual Meeting or as late as the day of election.
2. Candidates are encouraged to make their announcements and send in a candidacy statement before December 1, in order to publish it in the winter newsletter for informing members before the Annual Meeting election.
3. Any of the Officer positions may be combined and/or added to a Market Manager's responsibility for that term with majority approval of Ag members at the Annual Meeting.
4. If it is determined by OC that members will elect an Officer to fill a vacancy during the interim between Annual Meetings, members will receive an announcement to allow fair and reasonable opportunities for nominations with two weeks notice. Adequate information will accompany the ballot and members will have up to two weeks to vote by mail. A minimum of 20% of the eligible voting members must respond and the election will require a majority vote of those responding.
5. If it is determined by OC that they will appoint an Officer to fill a vacancy or that they will share the responsibilities among existing OC members during the interim between Annual Meetings, this decision requires a quorum and a majority vote of the OC. If the OC members in attendance are less than a quorum, the decision may be made by the written consent of the other OC Members, still requiring the overall majority vote for approval. Following the approval of the decision to appoint an Officer or to share the responsibilities among OC members, it requires another majority vote of approval in the same manner to accept the selected appointee or OC volunteers.

#### C. RESPONSIBILITIES

1. The Officers are responsible to the Governing Body by performing their duties in a fair and equitable manner.
2. Officers shall strive to attend all Annual, OC, and Special Meetings scheduled for MCFARM. These are regularly scheduled with one Annual Meeting, two OC Meetings, and zero Special Meetings.
3. Officers have the rights and responsibilities of OC members in section VI of the Bylaws.

#### D. MAJOR ROLES

Other specific responsibilities and procedures are available for each Officer in the Operating Committee Manual.

#### PRESIDENT

1. The President is responsible for coordinating, calling, chairing, facilitating, or delegating specific responsibilities at all MCFARM meetings, with the exception of Market Meetings or Committee Meetings. The President shall be informed of the proceedings and decisions of all other meetings.
2. The President acts as an ambassador and spokesperson for MCFARM.

**(Suggest that 3 & 4 be removed from the president's responsibilities if members vote to hire a General Manager)**

3. The President endeavors to ensure compliance with all regulatory agencies by overseeing the

selection process, training, and responsibilities of all OC members, as well as by staying informed of regulations.

4. The President assists with mediation and resolution of serious problems or complaints.

#### VICE PRESIDENT

**(Suggest that 2 & 3 be removed from the vice president's responsibilities if members vote to hire a General Manager)**

1. The Vice President acts in the absence of the President and works in close collaboration with the President in order to be fully informed and ready to be Acting President if necessary.

2. The Vice President coordinates MCFARM promotional activities for the market season. This includes researching options, providing information to the Operating Committee, facilitating discussions, inclusion of OC in decision making and budgeting promotional funds to ensure that the markets are promoted in a beneficial and timely fashion.

3. The Vice President oversees and may delegate tasks to other interested members when appropriate for updating specific sections of the MCFARM website. This includes contacts with other entities for the purpose of updating basic information that is located on links to our website, as well as the recipe and event section of our website.

#### SECRETARY

1. The Secretary records minutes at all OC meetings and prepares a draft copy to submit to the Office Manager and President in an accurate and timely manner.

**Change 1. to: The Secretary assists with editing minutes from all OC meetings and Annual Meetings.**

2. The secretary will assist the Office Manager and President in selecting an independent contractor to record the minutes at the Annual Meeting in order to have the opportunity to be a full participant at this meeting. The secretary will assist in coordinating this effort to ensure that recording equipment is set up and operational, as well as any other necessary equipment. The secretary will be available to assist with other minor clerical or note-taking tasks at the Annual Meeting

**Change 2. to: The secretary will assist in coordinating the recording at meetings to ensure that the recording equipment is set up and operational, as well as other necessary equipment.**

**3. The secretary will be available to assist with other minor clerical or note-taking tasks at the Annual Meeting or at OC Meetings.**

#### TREASURER

1. The Treasurer works in close collaboration with the Office Manager to oversee all fiscal activities of the Association, ensuring accuracy and compliance with regulations.

2. The Treasurer is part of our fiscal system of checks and balances to ensure integrity of our procedures and may sign checks for the organization when accompanied with expected documents, invoices and/or receipts

## MEMBER REPRESENTATIVES

1. The role of Member Representatives is to be a liaison for bringing member concerns, suggestions, or compliments to the attention of OC members upon request by a member.
2. The Member Representatives assist with tasks at meetings such as checking for quorums, eligibility for voting, collection and counting of ballots, or any other activity that ensures a sense of fair decision making for its members.

## VIII. OFFICE MANAGER

- A. The Office Manager is a paid Independent Contractor who takes direction from OC members in performance of all duties. The Office Manager is selected by the OC, complying with fair hiring practices. The Office Manager's performance is evaluated by the OC on an annual basis.
- B. The Office Manager is responsible for accounting, reporting to members, clerical tasks, official correspondences, communications and other tasks that ensure efficient and legally compliant operations. Specific responsibilities are located in the OC Manual.

## IX. MARKET MANAGERS

- A. Market Managers are Independent Contractors who are responsible for the operation of their designated markets in a manner that ensures legal compliance, safety, positive public relations, fiscal responsibility and ample opportunity for vendor success.
- B. Market Managers are trained by the President (or delegated trainer) and Office Manager who continue to monitor and give assistance when necessary.
- C. Individual markets are evaluated at least once a year by regular vendors of that market. At least every other year, the President will visit a market, meet with the Market Manager, and provide a written evaluation. Procedures and evaluation forms are located in the OC Manual.
- D. Specific responsibilities and suggestions for success are located in their Market Manager Manuals and are included in the annual training at OC meetings.

## X. General Manager

- A. The General Manager will be an independent contractor who will be interviewed, selected, and then evaluated regularly by the Operating Committee.**
- B. The General Manager will oversee markets through visitations and adequate communication to ensure quality and safety guidelines.**
- C. The General Manager will seek out creative marketing practices, promotional and sponsorship opportunities, and apply for grants or other appropriate sources of revenue.**
- D. The General Manager will help maintain a healthy fiscal system and will be responsible for insurance issues.**
- E. The General Manager will take responsibility for conflict resolutions and negotiations.**
- F. The General Manager will collaborate with all of the officers to ensure optimal communication and efficiency in MCFARM operations.**

## **X.(XI) DISMISSAL OR SUSPENSION**

In rare circumstances, it may be necessary to make decisions for dismissing or suspending privilege of MCFARM personnel or a vendor when there is documentation that clearly indicates that the individual's actions are deemed harmful to the well being of an individual market or to the association

A. A Market Manager may be dismissed, suspended, or be designated a probationary manager with specific improvement goals for retaining their position. OC may make these critical decisions only if documentation and fairly acquired evaluations indicate that the Market Manager is not performing expected tasks in a responsible manner and that continuation in this position may undermine that market significantly.

B. An officer may be dismissed by OC before a term is over if there are repeated failures to fulfill the responsibilities of that position or for behavior that significantly undermines the well being of the organization.

C. A member may be dismissed, suspended, have selling privileges restricted, or be designated a probationary member with specific improvement goals for retaining these privileges in a market. A Market Manager and/or OC may make these critical decisions for any of the following reasons:

1. Failure to obey and conform to the regulations of government agencies and/or MCFARM Bylaws and Market Rules and Regulations.

2. Causing or maintaining unsafe or unsanitary conditions at the market.

3. Unreasonable or outrageous conduct considered detrimental to the market or injurious to its reputation.

4. Failure to comply with any condition which was placed on the admission of a member to that market.

5. Behavior that significantly hampers market operations.

D. Members are responsible for the actions of any individual attending with them or representing their business at the market.

E. Members of OC will strongly attempt to mediate problems respectfully, assist with training, and conduct evaluations in a fair and reasonable manner prior to any disciplinary decisions.

F. The severity of any action imposed by a Market Manager or other members of OC shall be directly related to the gravity or repetition of the violation.

G. Those affected by this decision have the right to appeal. Written documentation and information specific to member rights, time lines and procedures must be provided at the beginning of the process. The time line and procedures, located in the OC Manual, are available to any member upon request.

## **XII LOCATION OF DOCUMENTS**

### **A. Bylaw Procedures**

1. All procedures related to the Bylaws are located in each OC Manual, kept by OC Members during their tenure. In addition they may be obtained from the Office Manager and they are available on the website at [www.mcfarm.org](http://www.mcfarm.org). by clicking on "roots" on the home page. These procedures are developed by the Operating Committee and revised as needed with a majority vote of a quorum either attending a regularly

scheduled OC meeting or by a regular mail or e-mail.

2. These documents may include but are not limited to procedures for training, evaluations, appeals, selecting new Market Managers, hiring personnel, application forms, specific responsibilities of OC members, OC meeting structures, code of conduct, fair hiring practices, fiscal procedures, and any other procedure, system or structure that defines how OC will proceed in order to ensure integrity, fairness, and sustainability of our association.

#### B. Minutes from OC Meetings

1. Minutes from any regularly scheduled OC meeting may be requested from the Office Manager and are located on the website.

2. The only minutes that are not legally available to other members or to the public are from Closed Sessions that include discussions and decisions regarding confidential personnel subject matter or litigation issues.

3. The recommended minute taking format is located in the OC Manual, on the website, or by request to the Office Manager.

#### C. Other Documents

1. The Bylaws, Rules and Regulations, and Articles of Incorporation are available on the website or by request to the Office Manager.

2. All fiscal documents, bookkeeping records, association insurance, and certificates or agreements with government agencies are available to review with the Office Manager and/or President by request to one of them.