

Coastal Growers' Market Incorporated By-laws

Revised April, 2015

ARTICLE I - Preamble

The name of this organization shall be Coastal Growers' Farmers Market, Inc. (CGFM). The intent of these by-laws is to clearly state all goals and principles by which CGFM shall operate.

ARTICLE II - Purpose

The purpose of CGFM is to operate farmers' markets in Rhode Island. Our mission is to build markets to be profitable outlets for local agriculture and valuable sources of fresh foods for consumers.

ARTICLE III – Membership

Section A - Membership Requirements

1. Any person residing in Rhode Island engaged in the growing of farm products, who agrees to abide by the Rules & Regulations of the CGFM upon recommendation by the Board of Directors and majority vote of the membership.
2. The new vendors first season will be considered a probation period.
3. A new vendor in good standing, who has completed a full season, is current with their dues and has been recommended by the Board, can be voted in as a full member by a majority vote of the existing members.
4. Members must attend all markets of the season they are accepted to. (see section B2)
5. Acceptance onto one season (summer or winter) does imply future acceptance into the other season.
6. Members may not vote on items specific to the season they do not attend.
7. Members will perform volunteer work hours in accordance with the rules of the season they attend.
8. Membership is also open to persons who make their own homemade products or crafts and agree to abide by the Rules & Regulations. Special membership privileges may be granted to persons or organizations that want to support our organization but may not want to be vendors. Craft sellers will be limited to no more than 30% of the total number of scheduled vendors on each market day. The Board of Directors will consider each such member individually and reserves the right to deny membership based on the needs of the market.
9. Membership will include one person or one business selling at one space.
10. Current members retain their membership privileges by:
 - a. Participating in one or both the summer and or winter markets.
 - b. Attend all markets of the season(s) they participate in. (see section B2)

11. Members with 8 seasons (4 years) or more of attendance may be grandfathered into a season by the Board.

Section B - Membership Entitlements and Obligations

1. All approved members must commit to and practice a regular schedule of attendance, if not for the entire market season, then for a pre-determine period of time. A member must give a minimum of two days notice (unless there is an emergency) to the Market Master if they cannot attend a market day.
2. A member may have 2 excused absences per season, with proper notice.
3. The markets will be open rain or shine. Vendors may set up at their market sites up to two hours before the markets open. No products shall be sold prior to the designated market opening. Vendors must have their sites dismantled, packed up, and cleaned within one hour of the market closure.
4. Each vendor will be responsible for all equipment and supplies for the setup of a booth (table, scales, bags, signs, etc.) Vendors who provide samples and/or products that result in waste material (such as corncobs, rinds, cups, paper, plastic) at the market shall provide containers for such waste disposal and advertise same.
5. Vendors must identify themselves by posting an easily read sign giving the name and address of the vendor and the "farm" name, where appropriate.
6. IT IS ABSOLUTLEY AGAINST THE POLICY OF THIS ASSOCIATION FOR ANY MEMBER TO PURCHASE ITEMS AND RESELL THEM AT MARKETS.
7. Only items approved by the Board or Application Committee for a specific market that are produced or made by a member or his/her household, on land owned or rented by that member may be sold or given away by him/her or the member's representative at the market.
8. Only products produced or made within Rhode Island may be sold at the market, with the exception of products that have received special permission from the Board of Directors.
9. Members are required to submit a list of crops and acreage or row feet they intend to grow for each crop. This list would give the Market Manager a quick check to tell if someone is buying in produce. This list would also give a reference for the Board if a farm inspection is needed.
10. Members growing bedding plants, hanging baskets or potted plants, may grow them only from seeds, plugs, dormant roots, bulbs, or cuttings.
11. The member must be in full control and supervision of the individual steps of production of crops including tilling, planting, cultivating, spraying (if applicable), harvesting and post harvest handling with his/her own machinery and labor. For vegetables and small fruits, rental of local fallow land is permitted. Any other arrangement must be submitted in writing with the member's application for action

- by the Board. The Board reserves the right to ask for a letter of clarification from a member for any product or request.
12. All baked goods must be fresh baked and prepared from scratch (no commercially prepared dough mixes, crusts, shells or fillings).
 13. If a Member observes an apparent infraction of any Rule or Regulation, a written complaint should be forwarded to the Market Manager of that particular market or to the President.
 14. The representative of the member shall act solely as the member's agent and will be subjected to appraisal by the Market Manager and/or the Board of Directors in regard to conduct, abiding by the Rules & Regulations, or other matters that pertain to the best interest of the CGFM.
 15. All licenses, sales permits, sales tax information and other requirements for the sale of any item shall be the responsibility of the vendor. Each member is responsible for meeting all applicable federal, state and local laws and regulations that affect vendors, including collection of sales tax where/how applicable. Members must carry their own insurance to cover them during the farmers' markets. Insurance held by the CGFM does not protect individual vendors.
 16. Each vendor agrees to make his/her stand and products offered for sale as attractive as possible. **PRICES SHALL BE PLAINLY DISPLAYED TO THE CUSTOMER.**
 17. Members are required to attend a majority of CGFM meetings each year.
 18. The Board of Directors of the CGFM reserves the right to inspect any farm, or establishment, with advance notice if possible, as often as needed throughout the year. Inspections will be made only with a member or his/her representative present unless otherwise permitted. Members must provide any help necessary to thoroughly document products and conditions recorded at the inspection. The member will be notified in writing of the results of the inspection within seven days of the inspection.
 19. Sales shall be conducted in an orderly business manner. No vendor shall hawk, shout, or make use of audio equipment or other sound producing equipment or flashing lights unless prior authorization is obtained from the Market Manager or Board.
 20. Vendors stands and actions should be safe and orderly; umbrellas, tarps, tables, equipment and signs should be securely anchored to prevent movement by the wind; they should not hang over the walkway to create a hazard. Potentially hazardous materials, including knives, cutting tools or sharp objects, must be secured or otherwise kept out of reach of children.
 21. Vendors and customers are not to bring pets to the market or ride bicycles through the market area.
 22. Every member shall have the right to examine, for any reasonable purpose, the books, records or roster of membership and other appropriate records of the CGFM. They may be examined by appointment only with the appropriate officer.
 23. The Market Manager shall have sole discretion over entertainment provided.

Section C - Membership Space

The stalls or areas for selling shall be determined before the beginning of the market and approved by the Board of Directors at a meeting prior to the market start date. Vendors will be assigned to their stall(s) according to the market spaces available, seniority, type of product and previous market attendance. Assignment of member spaces may be changed as needed by the Market Manager.

Section D - Membership and Fees

The fees for the CGFM shall be established for each market season by the Board of Directors, subject to the approval of the membership, and recorded in the minutes of the meeting.

Section E - New Applicants

New applicants will submit a completed application and applicable fees to the CGFM postmarked by the requested date.

Section F - Penalties for Infractions of By-laws and Rules

- Upon a member's first infraction of rules or by-laws the Market Manager will issue a verbal warning and the member will immediately discontinue the act that is causing the infraction.
- Upon a member's second infraction of the rules or by-laws the Market Manager will notify the Board of Directors. The Board of Directors will issue a warning in writing. The vendor must immediately terminate the action causing the infraction.
- Upon a member's third infraction the Market Manager will notify the Board of Directors. The Board of Directors will meet to discuss the dismissal of the member from the market for the remainder of the season. If the Board deems that dismissal from the market is necessary, the violating member will be notified in writing. The member will not be refunded for fees paid to the market.
- The Board of Directors reserves the right to immediately dismiss any member who breaks the law or is found to be in severe violation of the market's by-laws or rules. The Board must first meet to discuss the dismissal and the violating member will be notified in writing of the dismissal.
- If a member is suspected of selling products they did not produce, a farm, or facility, inspection will be required. All members of the market must give access to their farms or facilities for inspection by a representative of the market. The inspection will be conducted as stated in Article III, Section B, by-law 14. Upon completion of the inspection, the Board of Directors will meet and discuss the member and the information gathered during the inspection. If it is determined that a member is selling products they did not produce, the member will be subject to dismissal from the market. The member will be notified of their dismissal in writing and will not be refunded for fees paid to the market.
- Once a written warning letter has been received by the member, the member will have an opportunity to explain any extenuating circumstances in writing to the Board for discussion and consideration.

- If a member is dismissed from the market the member loses all rights of membership. However, the former member will have the opportunity to appeal the decision of dismissal in writing within 30 days of the date of the dismissal letter and the opportunity to explain any concerns. The Board will call a meeting of the membership regarding the appeal and solicit comments from the membership. Reconsideration of the dismissal will occur after all comments are heard from the membership. The Board will then have two weeks to render a decision and send a final decision of appeal letter to the former member regarding reinstatement or denial of membership appeal.

ARTICLE IV - Officers and Board of Directors

Section A -Board of Directors

- Board members of the CGFM will be elected by the membership at the annual general meeting.
- Any member in good standing is eligible to run for the Board.
- The Board shall comprise of seven (7) members: four (4) officers and three (3) at-large members.
- In the event of any vacancy on the Board of Directors the remaining members can appoint by a simple majority any CGFM member in good standing to fill the vacancy until the next scheduled Board meeting.
- A quorum of five Board members is required to transact business at meetings.
- Meetings will be held in accordance with Robert's Rules of Order.
- Board meetings may be called by the Board president or a majority of Board members *additional language proposed at the 2/11/14 meeting* and must be announced to the membership by email at least seven (7) days prior to the meeting, or as soon as possible in emergency situations.
- Board meetings will be held quarterly, and as needed. *additional language proposed at the 2/11/14 meeting* Minutes of those meetings will be forwarded to voting members upon completion.

Section B - Terms and Duties of Officers

- At an annual general meeting officers of the CGFM will be elected by the membership. Any member in good standing is eligible to run for an office.
- Only one person per membership may serve on the Board of Directors at the same time. Only one vote is permitted per Board member although a Board member may hold more than one office at any time.
- The following officers are to be elected annually and may not serve more than three consecutive one-year terms in the same office: **PRESIDENT, VICE-PRESIDENT, SECRETARY and TREASURER**. Other officers may be elected as the need arises.
- The duties of the Board of Directors shall be to transact all business of the CGFM; to establish the policies of said CGFM regarding program of activities; to authorize

- all contracts for services and supplies; to prepare a budget for each operating period (space cost, insurance, advertising, other) and determine rental fees per stall. The dates, days, times and locations for the markets will be established annually by the Board of Directors, subject to the approval of the membership. The members will be notified of the dates, days, times and locations and such information will also be publicized. All information in regard to dates, days, times and locations for each of the markets will be duly recorded in the minutes of the meetings at which they are established. In addition, the Market Manager will be hired or reviewed annually by a committee selected by the Board.
- The Board of Directors shall be responsible for obtaining the necessary insurance, permits, licenses and permission for each market site from municipal and other groups affected by the market. The Board may appoint the President or the Market Manager to transact such business.
 - The **SECRETARY** shall keep a record of the proceedings of all meetings, a record of attendance at all meetings, send a written notice to all members at least one week prior to each meeting, attend to all the correspondence of the CGFM, and perform any duties for the CGFM assigned by the Board of Directors. He/She may appoint a committee if necessary, in consultation with the President, and delegate responsibilities to various members of the CGFM appointed to that committee.
 - The **TREASURER**, in cooperation with the Market Manager, shall be responsible to collect and hold all Association money in bank accounts and insure that all bills are paid. The Treasurer shall present the books and records annually to the Board of Directors prior to the February meeting and to the membership at the Spring meeting. The Treasurer shall review all records of all markets, and have possession of market books when markets are ended. The Treasurer shall complete financial records and present a report at each meeting of the CGFM. He/She shall present a detailed year-end report to the Board of Directors and is responsible for preparing a preliminary budget for the upcoming year. He/She shall also notify each member in writing prior to July 15 of the total balance of fees due on August 1. The fiscal year shall be January 1 through December 31. The Treasurer must be responsible to file the Rhode Island and federal tax returns as required by law.
 - The **MARKET MANAGER** will supervise the market's operation for CGFM. His/Her instructions are to be followed by all members or their representatives at markets.
 - No other officer is to direct members while at the market, nor is any other member to attempt to direct another vendor. The Market Manager has the authority to take immediate action (if necessary) when there is a question of safety.
 - The Market Manager shall work with the site manager of Casey Farm for the mutual benefit of both the market and the farm on market related issues.
 - All observed, or suspected, violations by any vendor are to be reported to the Market Manager and only he/she will determine and direct appropriate action. The Market Manager shall be responsible to the Board of Directors and shall report any violations of the Rules & Regulations to the President.

- The Market Manager shall designate another member to act in his/her behalf when unable to attend a market.
- The Market Manger will be allowed access to the CGFM bank accounts and online resources to perform the transactions related to running the market, including deposits of revenue, writing checks for supplies and stocking the market table. Any other transaction involving an amount more than \$500 must be approved by the Treasurer. Any transaction involving an amount greater than \$1,500 must receive Board approval.
- The **PRESIDENT** shall call a meeting of the Board of Directors at any time when in his/her judgment there is business to be transacted. He/She shall appoint all committees from the Board of Directors and the Association membership and delegate authority to committees to assist the Board in performing any duties necessary to promote the interests of the CGFM Association. Special meetings shall be held upon the call of the President, or by written request by a minimum of three-quarters of the Board members. The President shall preside at all meetings of the CGFM.
- The **VICE-PRESIDENT** shall perform all the duties of the President in the President's absence.
- In the event of any vacancy on the Board of Directors, the remaining members of the Board shall appoint any member of the CGFM Association in good standing to fill the vacancy until the term expires in December.

Section C - Nomination of Board of Directors

A Nominating Committee consisting of three (3) members of the CGFM shall be appointed by the President. The Committee will consist of two (2) Board members and one non-Board member. The President shall designate a Chairperson for the Committee. The duties of the Nominating Committee shall be to prepare a slate of Officers for the annual elections at the annual meeting of the CGFM. The Secretary shall notify the Membership of the proposed slate of Officers and accept nominations from the floor at the election meeting.

ARTICLE V - Meetings

- CGFM meetings will be held each year on the dates designated by the Board of Directors. Special meetings may be called at such other times as the Board feels necessary.
- The Board of Directors shall meet as necessary to transact the business of the CGFM.
- Members in good standing shall have the privilege of voting at all CGFM meetings. Members are allowed one vote per membership.

ARTICLE VI - By-law Amendments

These by-laws, formulated by the Board of Directors and approved by a majority of the members present, shall be in effect until changed or amended.

They may be amended at any meeting of the CGFM by a two-thirds vote of the members present, provided due notice of such proposed changes be mailed by the Secretary to the entire membership not less than 10 days prior to the said meeting.

Signed this _____ day of _____, 2014

President _____ Vice-President _____

Treasurer _____ Secretary _____