

FOOD BANK OF THE GOLDEN CRESCENT FARMERS' MARKET ASSOCIATION BY-LAWS 2018

1. NAME AND ADDRESS:

The name of the association is the **Food Bank of the Golden Crescent (FBGC) Farmers' Market Association**. The address, 3809 E. Rio Grande Victoria, Texas 77901 is a 100% current address of the board of directors. The Victoria Farmers' Market and the Cuero Downtown Farmers' Market Days will be the present markets, which will consist of farmers and home gardeners located within a 100-mile radius of Victoria, Texas. Participation is by invitation only basis.

2. PURPOSE:

The association is a cooperative effort organized for the purpose of assisting area farmers/growers in the direct marketing of their products. The Association sponsors the Victoria Farmers' Market and Cuero Farmers' Market Days, which provide consumers groups, government officials and news media with a direct market to purchase locally grown produce in a wholesome and neighborly atmosphere.

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. 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, and members will receive email notification of acceptance which will serve as your letter as evidence of membership with the FBGC Farmers' Market Association.

4. COMPLIANCE WITH RULES:

All members of the association agree to abide by the By-laws and all rules governing conduct at the farmers' market, 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 first 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 the Board of Directors. There shall be three (3) Officers and one (1) At-Large member 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 advantageous to the association, representing the members and others collectively.
- b) The board of directors may accept on behalf of the association any contribution, gift, bequest, or device for the general purpose or any purpose of the association.
- c) Any action which may be taken at a meeting of directors may be taken without a meeting, if having consent in writing, setting forth the action to be taken shall be by all of the board of directors.
- d) 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.
- e) The board of directors shall establish the duties of the market manager and prescribe ways in which the market manager shall work with the members of the association to see that the general rules, regulations and guidelines of the association are carried out. The market manager is responsible for collecting and turning in booth fees. *For additional duties see Victoria Farmers' Market Rules and Guidelines 2018.*
- f) 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.

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. The Association reserves the right to suspend or cancel the privileges of any member and/or agent of members who have violated said By-laws.

9. BOARD OF DIRECTORS:

The board of directors shall be president, vice president, and secretary/treasurer, and one (1) at-large position. Since the association is a program under the Food Bank of the Golden Crescent, the board of directors shall be comprised of staff members and the At-Large position will be appointed by the FBGC Farmers' Market Association President.

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 to each director at least 10 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. DUTIES OF OFFICERS:

President

- 1) Preside over Board and Membership meetings.
- 2) Sign documents on behalf of Association.
- 3) Provide leadership and direction.
- 4) Act as advocate for the association.
- 5) Calls Special Board meetings and membership meetings as deemed necessary.
- 6) Appoint committee members and serve as ex-officio member of all committees.
- 7) President is entitled to a free membership and booth fee.

Vice President:

- 1) Serve in capacity of president when he/she is unable to act.
- 2) Perform duties as assigned by president.
- 3) Perform duties as required by committee assignment.
- 4) Serve as head of location and working with the president for signatures on contracts.

Secretary/Treasurer:

- 1) Keeps minutes of membership and Board meetings and present for approval.
- 2) Serve all notices as required by the by-laws.
- 3) Maintain a current list of all association members.
- 4) Keep financial records for the association and make financial reports at Board and membership meetings.
- 5) Maintain legal contracts of the association.
- 6) Perform duties as required by the committee assignments.
- 7) Work to make sure each member has received the necessary copies and understands them.

At-Large:

- 1) Keeps duties as associated with the county farmers' market they represent
- 2) Entitled to a free membership and booth fee

12. 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 and voting at any called membership meeting, provided that a 30-day written notice of the meeting, the intent to change the by-laws, how the by-laws currently read, and the proposed changes to the by-laws are first provided to all voting members in good standing with the association.

13. DISSOLUTION OF THE ASSOCIATION:

Upon the dissolution of the association, and after all the association debts 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 women's shelter, salvation army, food bank), this will be by the board and membership majority.

Approved on this, the 18TH of DECEMBER, 2017 (in ^{CUGRO}Victoria, Texas in ^{DEWITT}Victoria County) on behalf of the membership and voting for approval by:

President: _____

Vice President: _____

Secretary/Treasurer: _____

At-Large Member: Charles Payne Osman