

Pearl Brewery Farmer's Market Association

By-Laws

1. Name and address:

The name of the association is the Pearl Brewery Farmers' Market Association. The address is a 100% current address of the secretary/treasurer in office. The Pearl Brewery Farmers' Market Association will consist of direct producers within a 150-mile radius of Pearl Brewery and may become members by invitation only. The 150-mile radius restriction may be waived by the Board of Directors. No resellers are allowed.

2. Purpose:

The association is organized for the purpose of assisting area producers in the direct marketing and sales of their products. The Pearl Brewery Farmers' Market Association provides consumers with a market to purchase local products, and promotes and educates with direct marketing to consumers groups, government officials and media.

3. Membership:

- Producer; (as defined in the rules and regulations) a local producer who wishes to market their products with assistance of the association may join the Pearl Brewery Farmers Market Association with an invitation only and pay an Annual Membership Fee/Dues.
- Affiliate members; (as defined in the rules and regulations) an individual or organization who wish to support the Pearl Brewery Farmers Market Association, may join by paying an annual Affiliate Membership Fee.
- All members must pay fees/dues as described in the rules & regulations. All applications for membership will be reviewed and approved by the Board of Directors. Members will receive notification of acceptance by letter or email. The notification will represent their evidence of membership in the Pearl Brewery Farmers' Market Association. Pearl Brewery Farmers' Market Association will be 100% producers and affiliates. Producers will sell only locally produced products. Locally produced products are those produced within a 150-mile radius of Pearl Brewery or as determined by the Board of Directors. Re-selling is prohibited.

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, land and other regulations duly passed by the Board of Directors. (See rules and regulation)

5. **Designated Representative:**

Any member of the association may name a member of his/her family or any person to perform activities normally performed by the member, but must have written permission from the member and provide such.

6. **Termination of membership:**

The Board of Directors by a vote of 2/3 of the membership of this board may, for cause, suspend or expel a member for a fixed period of time, 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 its Board of Directors. There shall be a four member Board of Directors, including three (3) voting members consisting of President, Vice President and Secretary/Treasurer and one (1) non-voting member which is the Market Manager. The term of the voting members is two years.

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 to benefit the association representing the members and others collectively.

B. The Board of Directors shall designate a federally insured bank as the depository for the funds of the association. The account must have a requirement of 2 signatures for any transaction. The person who will have authority to sign checks will be the current president and the current Secretary /Treasurer.

C. The Board of Directors may accept on behalf of the association any contributions, gifts, bequests, or device for the general purpose of the association.

D. Whenever a vacancy occurs on the Board of Directors, other than the expiration of a term of office, the vacancy will be filled by a vote of the current Board of Directors and the replacement will serve for the remaining term of the position.

E. Any action, which may be taken at a meeting of Directors, may be taken without a meeting, if consent in writing setting forth the action to be taken shall be signed by all of the Board of Directors.

F. 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 report shall be submitted to the membership of the association.

G. The Board of Directors shall establish the duties of the market manager and prescribe the way in which the market manager shall work with the members of the association to see that the general rules and regulations of the association are carried out. The manager is responsible for collecting and turning in stall fees every week.

H. The terms of the Board of Directors will be staggered.

8. **Power of the Board of Directors:**

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 by the Board of Directors' to verify production.

9. **Election of the Board of Directors:**

The Board of Directors shall be President, Vice President, and Secretary /Treasurer.

The Board of Directors shall be elected by 2/3 of the vote of members of the association. Any outgoing director may run for reelection.

10. **Board of Directors meeting:**

The meeting of the Board of Directors shall be held at such a time and place as the Board of Directors may determine. Notice of each meeting shall be given to each director by mail, email, or telephone at least 7 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 Directors' members, but all notices shall be by the current secretary.

11. **Removal of directors :**

Any member of the Board of Directors may be removed from office by the process:

- A. Written complaint along with a \$25.00 fee by member or other director may be submitted to the president.
- B. Review of the complaint by the Board of Directors.
- C. Review the finding of the Board of Directors, who will notify all members for a called meeting to act upon the complaint.
- D. 2/3 vote of the members present will cause removal of said board member.
- E. Removal may be for any reason.

12. **Duties of Officers:**

A. President :

- Preside over Board of Director and association membership meetings.
- Sign documents on behalf of the association.

- Provide leadership and direction.
- Act as an advocate for the association.
- Determine if a special membership meeting is necessary.
- Shall appoint 3 members to work on membership and advertising.

B. Vice President:

- Serve in the capacity of president when he/she is unable to act.
- Perform duties as assigned by president.
- Perform duties as required by committee assignment.
- Serve as head of location and working with the president for signatures on contracts.
- Head of inspections, with appointed members help, in their areas.
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C. Secretary/Treasurer:

- Show a record off all Board of Directors and membership meetings.
- Serve all notices as required by the by-laws
- Maintain a current list of all association members.
- Keep financial records for the association and file appropriate regulatory forms.
- Maintain legal contracts of the association.
- Perform duties as required by the committee assignments.
- Work with the Market Manager to make sure each member has received their necessary copies and understands them.
- Shall review suggestions for changes or additions to the by-laws or rules and regulations and shall make changes and/or additions.

13. **Meeting of members:**

The members of the association shall meet at least twice a year on a date and place as set by the Board of Directors. The election of the Board of Directors shall occur at the annual meeting. Other meetings of members may be called by the president after being notified in writing by a member. All members shall receive a written letter or email for every membership meeting and at least 14 days in advance.

14. **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 to provide food and clothing for the needy (such as a battered woman's shelter, salvation army, children's shelter). This will be determined by a vote of the Board of Directors and membership majority.

15. **Changes to the by-laws :**

The bylaws may be altered, amended or repealed and new by-laws adopted only by a vote of 2/3 membership present or vote by proxy. Notice of the intent to vote on by-laws must be included in the written notice of the meeting in order for the change to be considered. All members shall be notified at least 14 days prior to the changes being considered.

Approved on this day the _____ day of _____, 200__, in San Antonio, Texas (Bexar County) on behalf of the members present and voting for approval by:

President: _____

Vice-President: _____

Secretary/Treasurer: _____