

CENTRAL TEXAS GROWERS ASSOCIATION
ASSOCIATION BY-LAWS

CENTRAL TEXAS GROWERS ASSOCIATION

727 Capote Oaks Dr
Seguin, TX 78155

PURPOSE:

The Association is organized to provide a safe and prosperous outlet where local farmers, ranches, artisans and chefs can connect directly with the consumer. We want to educate the community about and give access to locally produced products. Our goal is to reestablish the bond between producer and consumer, and at the same time provide an avenue for producers to get full market value for their products. The Association sponsors the following farmers markets;

Seguin Farmer's & Artisan's Market
Mondays 3:00 PM to 6:00 PM
Year Round
510 Fleming St., (South parking lot Jackson Auditorium, Texas Lutheran University)
Seguin, Texas 78155

Bracken Farmers & Artisans Market
Saturdays 9:00 AM – 1:00 PM
Year Round
7561 E. Evans Rd, (Antique Rose Emporium), San Antonio, TX 78154

MEMBERSHIP:

Membership in the Association shall be restricted to those Central Texas producers who pay the annual fee, and satisfy all of the requirements set forth in the Rules and Regulations as approved by the Board of Directors. Any person desiring admission to the Association shall file an application for admission to the Market Board of Directors using the application form approved by the Board. In general, membership in the Association is a privilege and not a right. No person is entitled to be admitted as a member merely because the person satisfies the eligibility requirements. Farmers must make up at least fifty percent of membership. Venders will be classified as farmer or "other" based on the primary products they bring to the market. A farmer is someone producing an agricultural product, i.e., vegetables, fruit, nuts, flowers, meat, dairy, eggs, nursery products, etc... The remaining membership will be diverse as possible allowing for variety and healthy competition while providing the customer with choices. No one vendor is entitled to a monopoly for a particular item. The Board of Directors will make all decisions pertaining to the admission of vendors with particular items when there are similar items already at the market.

BOARD OF DIRECTORS:

The affairs of the Association shall be managed by its Board of Directors. There shall be five members of the Board, including the President, Vice-President, Secretary/Treasurer and two at large Directors. At least three of the five must be farmers. All Directors shall be in good standing, and if at any time a member is not in good standing, the Association will immediately remove the Director as provided in the By-Laws.

POWERS OF THE BOARD:

The Board of Directors shall have general supervision and control of the affairs of the Association and shall make all rules not contrary to these By-Laws, or to the State of Texas. The Board has the authority to modify the market Rules and Regulations as they see fit, but not contrary to these By-Laws or to the laws of the State of Texas. The Board shall hear and consider the appeal of any member who has had Farmers' Market privileges suspended or cancelled.

MEETINGS OF THE ASSOCIATION:

The Board of Directors will meet at least by-monthly. All members of the Association will meet at least once a quarter (four (4) times a year) on a date and place as set by the Board of Directors. Elections of officers shall occur at this time. Special meetings of the Association may be called by the President, the Board of Directors, or by a call for a meeting by 50% of the members. No business other than that referred to in the notice shall be transacted at special meetings. All members shall receive notice by mail, telephone, or e-mail at least seven days before every Association meeting. Members shall define their preferred method of notification on their application.

VOTING RIGHTS:

Each member who is current on all dues may vote at the annual or quarterly meetings of the Association. A non-founding member may assign their vote via proxy to another member via a written statement. When a person other than a single natural person (such as a family member or partnership) is a member, all of the persons constituting the member collectively shall possess and enjoy the rights of one member. However multiple family members may join the association, but they will have to submit the proper application and pay all applicable fees.

The founding members of the market are provided a special voting class, for which each vote is counted as two votes. No founding member may pass this right to any other individual or business. Founding members are those members who joined, by paying applicable dues, at the inception of the association.

ELECTION OF THE BOARD:

The Board of Directors shall be elected by a majority vote of the voting members of the Association. The President, Vice President and Secretary/Treasurer will serve three year terms while directors will serve two-year terms. All members of the Board of Directors may be re-elected. Any meeting, at which the election of a Director occurs, a member in good standing may nominate a person with the second of any other member in good standing. A member may self-nominate.

DUTIES OF THE DIRECTORS:

The President shall preside over the Board and Association meetings, sign documents on behalf of the Association, call special Board and Association meetings as deemed necessary, appoint committee members, act as advocate for the Association and provide leadership and direction.

The Vice President shall assist the President and serve in the capacity of the President when he/she is unable to act, shall perform duties as assigned by the President and as required by committee assignment.

DUTIES OF THE DIRECTORS (cont.):

The Secretary/Treasurer shall keep a complete record of all Board and Association meetings, serve all notices required by these By-Laws, maintain a current list of all Association members, keep financial records and legal contracts of the Association, sign documents on behalf of the Association, make regular financial reports, see that the Association's funds are handled in a professional manner, and shall perform duties as assigned by the President and as required by committee assignments.

The At-Large Directors shall perform duties as assigned by the President and as required by committee assignment.

REMOVAL OF DIRECTORS:

Any member of the Board of Directors may be removed for cause by a 2/3 vote of the voting members of the Association casting votes at any meeting of the membership. Notice of the vote to remove, stating the possible cause or causes for removal must be given to the membership and to the Director involved at least 7 days before the vote is taken.

FILLING A VACANCY OF THE BOARD:

The Board of Directors shall fill a vacancy occurring in the Board of Directors, other than the expiration of a term of office. A vacancy filled by the Board is filled by the affirmative vote of a majority of the remaining Directors even if it is less than a quorum.

COMPENSATION:

Members of the Board of Directors shall not receive any salaries for their services as directors. They may, however, be reimbursed for any travel or incidental expenses they incur on behalf of the Association.

MARKET MANAGER:

One member shall serve as the Market Manager. Market Manger duties will be assigned by the Board of Directors. Typically these duties will be the overall management and enforcement of rules at the farmer's market event.

TERMINATION OF MEMBERSHIP:

The Board of Directors, by a vote of 4/5 of the membership of the Board, reserves the right to cancel the privileges of any member who, in the opinion of the Board, has will fully violated by By-Laws and Rules governing the market. An aggrieved party has the right to appeal with 21 days to the Board of Directors.

COMPLIANCE WITH RULES:

All members of the Association agree to abide by the By-Laws, Rules and Regulations, and any other regulations duly passed by the Board of Directors.

DISSOLUTION OF THE ASSOCIATION:

Upon the dissolution of the Association, and after Association's debts have been paid, the remaining assets shall be transferred to a successor corporation or cooperative, a non-profit organization, or association with a similar purpose.

CHANGES TO THE BY-LAWS:

These BY-Laws may be altered, amended, or repealed and new By-Laws adopted only by a 2/3 majority of the voting members, casting votes at any membership meeting. Notice of the intent to vote on a By-Laws change must be included in the notice of the meeting in order for the change to be considered.