**By-Laws of the Huntingdon Farmers Market**

*Article I.* ***Name***

 The name of this market shall be the Huntingdon Farmers Market.

*Article II.* ***Purpose***

 The purpose of the Huntingdon Farmers Market is to provide a profitable outlet for locally-produced agricultural items and artisanally-produced foods, to provide charitable and educational outreach to local residents, in furtherance of the purposes of the nonprofit Huntingdon County Local Food Association; and to enhance the quality of life in Huntingdon County by providing a community activity that brings farmers, small businesses, and consumers together and preserves the rich agricultural heritage of the area.

*Article III.* ***ORGANIZATION***

 “Huntingdon Farmers Market” (HFM) is a fictitious (“doing business as”) name registered by the Huntingdon County Local Food Association (HCLFA), a 501(c)(3) nonprofit corporation. The HFM is governed by the HCLFA, with input from HFM members. The HFM has no legal status as an independent organization. HFM members may serve on the HCLFA Board, in accordance with the By-laws of the HCLFA.

*Article IV.* ***Membership***

* Section 1. Qualification. Any person, farm, partnership, or corporation residing within 60 miles of Huntingdon County and engaged in the production of eligible items (as listed in the Rules) who agrees to abide by the By-Laws and Rules of the Huntingdon Farmers Market may become a member upon approval of the existing active membership. A vendor may designate individuals (paid or unpaid) to staff their market stand; such representatives shall not be considered members.
* Section 2. Application. Applications for new membership will be considered at the annual HFM membership meeting. Prospective vendors wishing to join the market after the annual meeting shall submit written applications in advance to the Market Manager to be voted on by the existing active membership.
* Section 3. Rights and Responsibilities
	1. All current vendors of the market must renew their membership on an annual basis and give proper notice of participation in the market before the beginning of the season as defined in the rules. Any vendor wishing to terminate market membership during or between seasons must inform the market manager and will surrender voting rights at that point.
	2. Issues shall be decided by a majority of votes cast. All vendors must be given the same notice and opportunity to vote on issues. Votes may be solicited and cast electronically. Types of issues requiring a vote include but are not limited to:
		+ Entrance of additional vendors
		+ Termination of members
		+ Formal recommendations to HCLFA Board, including:
			- Setting of vendor fees
			- Selection of Market Manager and Assistant Market Manager
			- Changes to market By-laws and Rules
			- Changes to market sales times and/or days
			- Changes to market season length
	3. Membership in the market is non-transferable. Vendors cannot transfer the right of membership directly to an applicant or non-member.
	4. Fees may consist of an annual membership fee and a weekly sales day fee. The HCLFA Board has the authority to assess fees to cover the joint costs of the farmers' market including but not limited to:
		+ Liability insurance for the market as a whole
		+ Rent to the property owner
		+ Advertising and promotions
		+ Charges for a bank account and other products or services
		+ Employee compensation
	5. All vendors are required to maintain up-to-date liability coverage and present a certificate of insurance as defined in the rules.
	6. Vendor concerns should be taken to the Market Manager for resolution. Vendor concerns pertaining to the Market Manager may be submitted to an officer of the Huntingdon County Local Food Association in writing, for consideration at the next regularly-scheduled Board meeting. At the discretion of the Board President, a special meeting may be called or email consultation with the Board may take place to address more urgent issues.
* Section 4. Suspension. In cases where vendor/representative actions are in flagrant violation of the By-Laws or Rules and/or detrimental to the functioning and purpose of the market, the Market Manager may, at his/her discretion, request that a vendor/representative pack up and leave the market premises immediately. The vendor shall be considered “Suspended.” The Market Manager shall contact the vendor within 48 hours to attempt to resolve the issue. The vendor’s continued participation in the market shall be contingent upon achieving resolution with the Market Manager. In the absence of such resolution, the Market Manager may, at his/her discretion, allow the member to designate a different representative to attend the market on the vendor’s behalf.
* Section 5. Termination. If the Market Manager finds that a vendor has ceased to be an eligible member due to a violation of the By-Laws or Rules, or has engaged in actions which are detrimental to the functioning and purpose of the Huntingdon Farmers’ Market, s/he may recommend to the general membership that the membership be terminated. The matter will be put to a vote by the general membership at a meeting called for such a purpose by the Market Manager. Notice of the meeting at which such a vote will take place shall include an announcement of the scheduled vote for termination of said membership and a report from the Market Manager explaining their recommendation for termination. An affirmative vote of the majority of the voting membership is required to terminate a membership. Membership terminations may be appealed to the HCLFA Board in writing within 30 days of the termination vote, for consideration within 30 days, either at the next scheduled meeting or at a special meeting, if the next scheduled meeting is more than 30 days away. The terminated vendor may attend the meeting and address the Board during the time designated for hearing the appeal. The Market Manager shall also attend this meeting. While the appeal is pending, the terminated vendor may not sell at the market.

*Article V.* ***Membership Meetings***

* Section 1. Annual Meeting. The annual meeting of the members of the Huntingdon Farmers’ Market shall be held each year at a time and place designated by the HCLFA Board.
* Section 2. Special Meetings. Special meetings of the HFM members may be called at any time by the order of the HCLFA Board and shall be called by the HCLFA Board within 30 days upon receipt of a written request from at least 50% of the HFM voting membership. Special meetings of the HFM vendors/representatives may also be called by the Market Manager at any time, as needed to promote the smooth operation of the market. Meetings to discuss member termination may be called by the Market Manager.
* Section 3. Notice of Meetings. Written notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is being called, shall be delivered to all members, either in person, by mail or email, not fewer than seven (7) days nor more than thirty (30) days before such meeting, by or at the direction of the HCLFA Board. In the case of special meetings called by the Market Manager to promote the smooth operation of the market, no advance or written notice shall be required.
* Section 4. Quorum. At any meeting of the members, a quorum to qualify a vote shall consist of representatives of or proxies for two-thirds of the voting membership of the market.
* Section 5. Voting. At meetings all questions being considered shall be decided by vote, with a simple majority of votes cast required for passage of any proposal. Each eligible member shall be entitled to one vote on each question that may be presented at any meeting of the members. Members unable to attend may vote by proxy on agenda items announced in advance of the meeting. The Market Manager may also solicit votes electronically and/or in person between meetings, from the entire active membership, at his/her discretion; the quorum rules in Section 4 shall apply. The Market Manager shall keep a record of votes taken between meetings, to be reported at the next meeting and entered into the minutes.
* Section 6. Leadership of meetings. Meetings shall begin with the designation of an Acting Chair and an Acting Secretary. The Annual Meeting and any special meetings called by the order of the HCLFA Board shall be chaired by the President of the HCLFA Board. Minutes of each meeting shall be kept by the designated Acting Secretary and forwarded to the HCLFA Secretary for filing.

*Article VI.* ***Relationship between the HCLFA Board of Directors and the HFM***

* Section 1. General Duties of the HCLFA Board relative to the HFM. The HCLFA Board of shall conduct and oversee the business and affairs of the HFM. The responsibilities of the Board include:
	+ Hiring and dismissing employees and volunteers
	+ Compensating employees
	+ Conducting business with the borough, community organizations and local businesses to promote the farmers’ market
	+ Overseeing the finances of the HFM
	+ Reviewing and approving an annual budget
	+ Approving extraordinary purchases not in the budget
	+ Setting the date for the HFM annual meeting
	+ Amending HFM By-laws and Rules, as needed
	+ Maintaining liability insurance for the HFM as a whole
* Section 2. Privileges of HFM members relative to the HCLFA Board. The HFM members shall have certain privileges relative to the HCLFA Board. These privileges include:
	+ Receiving notice of HCLFA Board meetings
	+ Attending HCLFA Board meetings individually and/or as HFM representative(s)
	+ Making formal or informal recommendations to the HCLFA Board, including regarding:
		- Setting of HFM vendor fees
		- Selection of HFM Market Manager and Assistant Market Manager
		- Changes to the HFM By-laws and Rules
	+ Being elected to serve on the HCLFA Board, in accordance with HCLFA By-laws
	+ Being appointed to serve on committees of the HCLFA, in accordance with HCLFA By-laws
* Section 3. Market Manager and Assistant Market Manager. A Market Manager and Assistant Market Manager shall be selected at each annual meeting by majority vote of the HFM membership, to be recommended to the HCLFA Board for approval. Candidates for these positions may be from the general HFM membership, an HCLFA employee, an employee of a partner organization or a volunteer

*Article VII.* ***Amendments***

These By-Laws and the HFM Rules may be amended, repealed or altered in whole or in part by an affirmative vote of 2/3 (two thirds) of the voting membership of the HCLFA Board, provided that at least ten (10) days’ written notice has been given each member of the HCLFA Board and the HFM of the intention to adopt, amend, or repeal the By-laws and/or the HFM rules. The proposed change(s) shall be emailed or mailed to the last recorded address of each HCLFA Board member and HFM member at least ten (10) days before the time of the meeting which is to consider such change(s).

**Rules of the Huntingdon Farmers Market**

* + - 1. The Huntingdon Farmers’ Market opens at 11:00 am and closes at 3:00 pm, every Thursday from the first week of May through the last week of October.
			2. All products sold at the market must be grown or made by the vendor, except in cases where the HCLFA Board allows the resale of specific eligible items in short supply at the market. In that case, the vendor can purchase items from another local producer as a supplement with HFM members’ approval and under the following stipulations:
				1. All resale items must be produced within a 60- (sixty-) mile radius of Huntingdon County.
				2. Vendors must provide proof of origin of each resale item.
				3. Each resale item must be listed on the annual application and approved by the HFM membership.
				4. Resale items cannot exceed 20% by volume of the vendor’s total sales.
				5. Fruits and vegetables from wholesale auctions are prohibited.
				6. The vendor agrees to allow the HCLFA Board to review documentation, such as purchase orders and sales receipts, to verify compliance with these rules.
				7. Vendors agree to farm/ production facility inspections to verify compliance with these rules.
			3. Vendors shall indicate the major categories of products they plan to sell on an application form to be submitted at the beginning of each season. Vendors wishing to branch out into new product categories must indicate this on the Renewal Application and receive approval.
			4. Products sold can be expanded and limited by the vote of the HCLFA Board. The following can be sold:

 •Vegetables •Fruits •Herbs •Preserves, cider •Fruit baskets •Pumpkins, ornamentals

 •Honey, maple syrup •Eggs and Meat •Wool, fleeces, yarn

 •Plants and seeds •Wine •Homemade marinades, dressings, seasonings

 •Cut flowers •Baked goods •Dairy products

 •Prepared foods & beverages •Homemade soaps, lotions, personal-care products

 •Farm-based handicrafts

 For value-added items and prepared foods, preference shall be given to applicants using local agricultural

 products as ingredients.

* + - 1. Existing product/vendor mix will be considered in the application review process. Applicants who are denied solely on the basis of excessive product overlap with existing vendors may choose to be placed on a waiting list for the current season only, to be contacted by the Market Manager if an opening arises.
			2. Vendors and their representatives must comply with local, state and federal regulations that apply to their products. These include but are not limited to:
		- Collecting PA state sales tax as required by law
		- Complying with State and local health regulations
		- Complying with regulations pertaining to Organic certification (when vendors are representing that their

 goods are organically grown)

* + - 1. Annual and weekly fees must be paid according to the market’s Vendor Fee Policy. Fees will be set by the HCLFA Board, based on a formal recommendation from the HFM annual member meeting. Annual fees shall be nonrefundable.
			2. Vendors are required to carry a minimum of $500,000 of liability insurance and present a certificate of insurance every year along with their application. New vendors shall submit a certificate of insurance upon approval of their application, along with their annual membership fee. The certificate shall name the Huntingdon Farmers’ Market and shall list the market’s physical address: 842 Penn St. / Huntingdon, PA 16652
			3. Vendor stands will be assigned at the beginning of the season by the Market Manager, based on market and vendor needs and space availability.
			4. Vendors must arrive no later than a half-hour before the official opening time on the designated sales day. Vendors who are late (or whose representatives are late) more than three times without a reasonable excuse may be charged a late fee of $10 and/or may have their membership suspended, at the discretion of the Market Manager.
			5. Vendors (or their representatives) are required to notify the Market Manager as soon as possible if they are unable to attend market on a scheduled day. Repeat no-shows without advance notification may incur a $10 fee and/or suspension, at the discretion of the Market Manager.
			6. Vendors and their representatives must park in the designated parking area established by the market.
			7. **Absolutely no sales are allowed before the opening time,** unless the Market Manager has verified that everyone is ready and has given the go-ahead; pre-ordered items may be picked up before the opening time.
			8. Vendors are required to clean their space at the end of the market day.
			9. Vendors are prohibited from bringing pets to the market unless those animals are part of an event approved by the Market Manager.
			10. Vendors wishing to engage in activities at the market not directly related to selling of products (*e.g.,* playing music, distributing literature unrelated to their products, circulating petitions, etc.) must obtain prior approval from the Market Manager.
			11. Unsafe market conditions should be brought to the attention of the Market Manager immediately. The Assistant Market Manager shall be in charge when the Market Manager is not present.
			12. Violations of the rules should be brought to the attention of the Market Manager. The Market Manager has the right to suspend a vendor/representative or recommend termination of the membership of a vendor who is in violation of the rules. Termination of a market membership shall follow the procedure set forth in the HFM’s By-Laws. Vendors have the right to appeal the Market Manager’s decision to the HCLFA Board, following the procedure set forth in the By-Laws.
			13. Following the close of the market season, vendors in good standing will receive an Application Renewal form for the upcoming season. This form shall be completed and returned to the Market Manager, along with the annual membership fee and certificate of insurance, by the designated renewal date specified on the Application Renewal form. The term of active membership shall be one year, beginning on the date specified on the Application Renewal form. Late Application Renewals may be accepted at the discretion of the Market Manager.
			14. Prospective vendors wishing to join the market following the annual meeting must submit a written application in advance to the Market Manager, who will call a special meeting of the market members to vote on the application and/or will solicit votes by electronic means. No prospective vendors shall be permitted to sell at the market until their applications have been formally accepted.

Amended 25 January 2021