

2/19/2021

Pine Grove Mills Farmers Market

By-Laws

Article I – Name

This organization shall be known as the Pine Grove Mills Farmers Market.

Article II– Purpose

The purpose of the Pine Grove Mills Farmers Market (PGMFM) is to provide fresh, high quality, local produce and food products directly from regional growers to the consumer. PGMFM strives to support local agriculture and preserve Centre County’s agricultural heritage, while promoting the urban-rural connection with the farmers who grow their food. PGMFM also offers local food purveyors, artists and crafters an opportunity for sale of their handmade products. PGMFM contributes to Pine Grove Mill’s revitalization by creating a vibrant and important social gathering place.

Article III– Organization

SITE SPONSORSHIP

Saint Paul Lutheran Church will be the hosting sponsor for the Pine Grove Mills Farmers Market as authorized by the Congregation Council of Saint Paul Lutheran Church through its Church Council as permitted in its operational by-laws.

GOVERNANCE

The PGMFM is governed by the PGMFM Steering Committee. The Committee is comprised of voting members who establish policy, support market management and provide oversight in the operations of the PGMFM. All aspects of the Pine Grove Mills Farmers Market will be under the supervision of the Steering Committee. The PGMFM Steering Committee shall be made up of at least seven members, two of which shall be appointed by the Congregation Council and up to two of which shall be vendor representatives as nominated by the vendor body.

MANAGEMENT

The Market Manager oversees all events and daily operations of the market including managing all aspects of the volunteer and special event programs, serving as a liaison between vendors and the Steering Committee, enforcing market rules and assisting the Steering Committee with fundraising activities, collection of vendor fees and assessing the financial status of the market. The manager also works with the local health department officers regarding vendor requirements, and is a liaison to groups such as the press, governmental agencies, local restaurants and farmers.

Article IV – Market Participants

Vendor membership to the Pine Grove Mills Farmers Market is open based on equality of opportunity and consists of one family or partnership. Vendor applications can be submitted on an ongoing basis. New vendors will be admitted into the Pine Grove Mills Farmers Market based on adherence to all criteria for new vendors, the availability of market space and in order of the date that their application was received.

1. Full-Time Vendors

Full-Time Vendors of the Pine Grove Mills Farmers Market shall consist of vendors who:

- a. Have completed an application for consideration to the Steering Committee;
- b. Have been accepted into the Pine Grove Mills Farmers Market by vote of the Steering Committee or a sub-committee thereof.
- c. Are current in payment of all annual full-time member market fees;
- d. Have agreed to abide by the established market Rules and By-Laws;
- e. Intend to be present for the full market season;
- f. Conduct their farming/producing within a reasonable distance to the market venue or provides a product under special exceptions. Special exceptions to the requirement of local production may be made for products not produced locally, such as coffee or seafood;
- g. Abide by the producer focused rules of the Pine Grove Mills Farmers Market with agricultural products of which they personally have entire or significant involvement in the production of that product, or by special exception; and
- h. Agree to meet reasonable standards of ethics and integrity.

2. Part-Time Vendors

Part-Time Vendors of the Pine Grove Mills Farmers Market shall consist of vendors who:

- a. Have completed an application for consideration to the Steering Committee;
- b. Have been accepted into the Pine Grove Mills Farmers Market by vote of the Steering Committee or a sub-committee thereof.
- c. Are current in payment of all annual part-time member market fees;
- d. Have agreed to abide by the established market Rules and By-Laws;
- e. Intend to be present for 4 or 5 weeks of the market season;
- f. Conduct their farming/producing within a reasonable distance to the market venue, or by special exception. Special exceptions to the requirement of local production may be made for products not produced locally, such as coffee or seafood;
- g. Abide by the producer focused rules of the Pine Grove Mills Farmers Market with agricultural products of which they personally have entirely or a significant involvement in the production of that product, or by special exception; and
- h. Agree to meet reasonable standards of ethics and integrity.

3. Special Event and One-Time

Special Event and One-Time Vendors of Pine Grove Mills Farmers Market shall consist of vendors who:

- a. Have completed an application for consideration to the Steering Committee;

- b. Have been accepted into the Pine Grove Mills Farmers Market by vote of the Steering Committee or a sub-committee thereof.
- c. Are current in payment of Special Event or One-Time market fees;
- d. Agree to abide by the established market Rules and By-Laws;
- e. Intend to be present for specific events or dates, identified by the Steering Committee or Market Manager;
- f. Conduct their farming/producing within a reasonable distance to the market venue, or by special exception. Special exceptions to the requirement of local production may be made for products not produced locally, such as coffee or seafood;
- g. Abide by the producer focused rules of the Pine Grove Mills Farmers Market with agricultural products of which they personally have entirely or a significant involvement in the production of that product, or by special exception; and
- h. Agree to meet reasonable standards of ethics and integrity.

4. Community Tables

The Steering Committee or a sub-committee thereof shall approve community table participants.

5. Leaves of Absence

Any vendor may request a leave of absence. Requests will be directed to the Steering Committee and decisions about approval of leaves will be made as needed. A vendor on an approved leave of absence will retain full vendor privileges for the remainder of the season. Refunding of fees due to leaves will be handled on a case-by-case basis.

6. Voluntary Termination of Participation

Should a vendor choose to terminate their participation in the market during the market season, written notification to the Steering Committee is required. Requests for refunds of market fees will be considered on a case by case basis by the Steering Committee and the Church Council when request is submitted in writing within two weeks of ending participation.

Article V – Suspension/Termination of Privileges

All vendors are expected to be truthful in dealings with other vendors and the consumers. Submitting false information of the legitimacy of an operation is a serious offense, and may result in suspension or termination. Candidates and existing vendors agree to allow a visit of up to two members of the Steering Committee to inspect their place of business and provide evidence to refute claims of any questionable practice, if requested.

1. Suspension of Privileges

Vendor privilege to sell at the Pine Grove Mills Farmers Market is based on compliance with the Bylaws and Rules. Privileges may be suspended for a period of time if a vendor is in non-compliance. The Chair shall issue verbal warning of potential for suspension of privileges as the need arises. The Steering Committee shall meet to discuss potential action against a vendor. Vendors shall have the right to appeal, in writing, suspension of privileges

to the Steering Committee, including any documents, which would remedy the cause for suspension. The Steering Committee will review the appeal at a meeting and will decide to immediately reinstate the vendor or continue with suspension.

2. Termination of Vendorship

Repeated failure to adhere to any of the market rules and regulations may result in suspension from the market or immediate termination of participation in the market without refund of fees. Vendors of the Pine Grove Mills Farmers Market may be terminated by the Steering Committee for serious action(s) harmful to the Pine Grove Mills Farmers Market or its purpose.

The vendor facing possible termination will be invited to attend the meeting to provide a response in person to the Steering Committee. Termination of membership must be made by a quorum of the Steering Committee. Of those present, a majority vote will decide. A formal vote may be dispensed with if a call for consensus determines there are no objections. The Chair will notify the vendor of reasons for termination in writing and the privilege to sell will be revoked upon receipt of this notice.

The vendor shall have the right to appeal their termination within seven calendar days from the date of the notice. The Steering Committee will hold a meeting within two weeks of receipt of the request and respond within 21 days of receipt of the request. A two-thirds 'yes' vote by the PGMFM Steering Committee is required to be reinstated.

Article VI - Steering Committee, Officers and Vendor Representation

1. Officers – Purpose, Description and Duties

- a. The Officers of the Pine Grove Mills Farmers Market Steering Committee shall be composed of a (1) Chair (2) Vice Chair (3) Secretary, and (4) Treasurer. Officers are elected for the purposes of fulfilling the purpose of the Pine Grove Mills Farmers Market. Officers will be elected by the Steering Committee at the annual organizational meeting by a majority vote of a quorum of the Steering Committee. Officers will each serve for one year and shall serve until replacements are elected. In the event of a long-term absence, the Steering Committee will appoint a temporary replacement to complete the term of the absent Officer(s).
- b. The Officer duties shall be:
 - i. Chair:
 1. To enforce the By-Laws and Rules of the Pine Grove Mills Farmers Market
 2. To plan and lead meetings
 3. To manage decisions and important information for the conduct of future meetings
 4. To appoint committees
 5. To enforce collection of fees
 6. To manage communications of the market electronically, in print or otherwise
 7. To attend meetings to represent the market as needed
 8. To assist other Officers as needed
 - ii. Vice Chair:

1. To assist the Chair with the Chair's duties as needed
 2. To carry out the duties of the Chair if the Chair is absent or otherwise unable to serve at meetings or on market day
 3. To attend meetings to represent the market on behalf of the Chair or as needed
 4. To assist other Officers as needed
- iii. Secretary:
1. To keep a record of all meetings, all decisions made at the meetings and to help manage meetings
 2. To provide copies of the meeting minutes to members
 3. To maintain contact and detailed information about vendors, volunteers and sponsors
 4. To oversee the receipt and maintenance of vendor and market agreements, applications, contracts, proof of insurance, permits or license
- iv. Treasurer:
1. To oversee collection of all vendor fees
 2. To pay all space rental fees, permits, licenses, agreements, advertising fees, EIN, etc.
 3. To coordinate financial activities of PGMFM with Saint Paul Lutheran Church Treasurer
 4. To manage deposits, writing of checks and withdrawals, pay all market bills and payroll
 5. To manage the Pine Grove Mills Farmers Market budget and maintain a bank account
 6. To keep a record of all items listed in these duties
 7. To prepare a financial report for the annual organizational meeting and upon request of the other officers or committees
 8. To attend meetings to represent the market on behalf of the Chair or as needed
 9. To assist other Officers as needed

2. Steering Committee-Purpose, Description and Duties

- a. The Steering Committee shall govern the affairs of the Pine Grove Mills Farmers Market and interpret the By-Laws and Rules.
- b. The Steering Committee shall be composed of at least seven members, two of which shall be appointed by Saint Paul Lutheran Church Council, up to two of which shall be vendors. The Committee will include (1) the Chair, (2) the Vice Chair, (3) the Secretary, and (4) the Treasurer. Vendor members will be nominated by a majority vote of the PGMFM Full-Time Market Vendors and will be appointed annually, at the organizational meeting. Vendor members of the PGMFM Steering Committee will serve until new appointments are made.
- c. Any Steering Committee member may be removed from office or the Committee by a majority vote of a quorum of the Steering Committee at any regular meeting or a meeting called for that purpose. Any member(s) of the Steering Committee involved in conduct requiring Steering Committee action shall be excused from discussions and voting relating to that case. Steering committee members wishing to resign shall notify the Steering Committee Chairperson in writing of said resignation.
- d. Duties of the Steering Committee shall be:

To ensure that any decision made by the Steering Committee is made based on a quorum

To have general charge of the activities of the Pine Grove Mills Farmers Market including the power to authorize the Treasurer to pay bills

To meet at the request of the Chair or Vice Chair, Market Manager or 25 percent of the Steering Committee

To hire, terminate and oversee employees

To sponsor any advertising or promotion and request support from various municipalities and other entities for promoting the successful operation and expansion of the Pine Grove Mills Farmers Market

To appoint additional committees as deemed necessary

To appoint Steering Committee Members

To fill vacancies of any Officer position between meetings of the general membership at its discretion

To amend the By-Laws and Rules for the day-to-day operation of the market

To ensure that the Pine Grove Mills Farmers Market is in compliance with all federal, state and local rules or regulations affecting the operation of the market

To request an audit of the Pine Grove Mills Farmers Market financial records

To hear complaints and to take action to ease such complaints

To investigate any suspicion of questionable practices by any vendor and to enforce suspension or termination as described in these By-Laws in Article V.

To approve the spending of market monies

To establish and approve the annual fee schedule.

To adopt an annual budget and fee schedule.

- e. For the Pine Grove Mills Farmers Market Steering Committee, a quorum will consist of one more than half of the Steering Committee. A formal vote may be dispensed with if a call for consensus determines there are no objections. Tie votes will result in motion failure.

3. Leave of Absence.

A member of the Steering Committee may, with the approval of the Steering Committee, take a leave of absence for a period as determined by the Steering Committee, said leave not to be charged against the member's term of office for any purpose. During the leave period, such member shall not be considered an acting member of the Steering Committee, including for purposes of attending meetings, determining quorums, or voting. The Chairperson may request leave of absence status be taken by a member of the Steering Committee.

Article VII - Committees

Committees may be formed as needed to ensure successful operation of the Pine Grove Mills Farmers Market. The Steering Committee will appoint all committees.

Article VIII– Meetings

1. Meetings

- a. The Steering Committee will hold one annual organizational meeting to appoint new members and elect Officers of the Steering Committee and to conduct other business as needed.
- b. The Steering Committee shall meet once monthly as needed.
- c. Additional meetings shall be held by or at the request of the Chair.

2. Meeting Conduct

- a. All meetings of this Pine Grove Mills Farmers Market will be conducted in an orderly fashion.
- b. Meetings will be held in person when at all possible with other meeting formats (e.g., teleconference, email, etc.) being utilized when in-person meetings are not possible.

3. Meeting Notification

- a. Steering Committee Members shall be notified of any meeting at least one week prior to the date of the meeting.
- b. Notification will be made via any means possible including email, telephone, personal communication, letter, etc.

4. Voting and Quorum

- a. Actions will be made by a majority vote of a quorum of the Steering Committee.
- b. The articles outlined herein may be amended by a two-thirds majority of a quorum of the Steering Committee present at the annual organizational meeting or when a special meeting is called by the Chair of the Steering Committee.

5. Closed Sessions

- a. The Steering Committee may meet in a closed session to discuss personnel issues, legal issues or other sensitive topics as needed. The Steering Committee may deliberate and vote on matters during a closed session. Attendance at closed sessions will be limited to Steering Committee members, including vendor representatives and excluding any paid staff.

Article IX– Contracts

The Steering Committee may authorize any Officer or agent of the Pine Grove Mills Farmers Market to enter into a contract or execute and deliver an instrument in the name of and on behalf of the Pine Grove Mills Farmers Market. Such authority may be general or confined to specific instances.

Article X – Records

Every Steering Committee and Saint Paul Congregation Council member shall have the right to examine, for any reasonable purpose, any financial and other appropriate records of the Pine Grove Mills Farmers Market. Committee members shall not divulge sensitive information to outside sources without the consent of the Steering Committee.

Article XI – Fees and Liquidation

Fees

All fees shall be paid in full before the start of the Pine Grove Mills Farmers Market. Exceptions will be made on a case-by-case basis.

Liquidation or Dissolution

In the event of liquidation or dissolution of the Pine Grove Mills Farmers Market, all remaining funds in the treasury shall be distributed to an established local non-profit organization to be determined by the Steering Committee, after satisfying all debts and other obligations of the Pine Grove Mills Farmers Market.

Article XII – Statement of Non-Profit

The Pine Grove Mills Farmers Market will conduct business on a non-profit basis. No part of its funds will be paid to members, officers or associated persons except to pay a competitive fee when like services must be sought outside the Pine Grove Mills Farmers Market. The Pine Grove Mills Farmers Market will not lobby, participate or intervene in political events and campaigns.

Article XIII– Spending Monies

Proceeds derived from fees collected or other sources shall be used to pay operating, marketing, or any other costs associated with the smooth and successful running of the Pine Grove Mills Farmers Market. All expenditures must be in accordance with the approved budget or via authority granted by a majority vote of the Steering Committee. Check signing privileges are reserved to the Saint Paul Treasurer, the Steering Committee Treasurer, and a designated member of the Steering Committee.

Article XIV – Market Rules

The Rules for conducting business at the market shall be defined in a separate document. The Rules shall be subject to change, as needed, by the Steering Committee. Each change to the Rules is subject to a final vote by the majority of a of the Steering Committee. Each vendor shall then be provided with an amended, dated, version of the Rules.

Article XV – Non-Discrimination Clause

The Pine Grove Mills Farmers Market does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, customers, volunteers, subcontractors, vendors, and clients.