

# **BYLAWS OF THE Mountain Tailgate Market Association**

## **ARTICLE 1: PURPOSE**

To promote the sale of Appalachian grown and/or produced agricultural products via direct to consumer marketing channels, primarily tailgate markets. To provide a means by which farmers who sell their agricultural products at tailgate markets can meet and work together for their mutual benefit. To provide services and educational assistance to market members.

## **ARTICLE 2: MEMBERSHIP**

SECTION 1: Tailgate Markets – The Association shall have as its members those tailgate markets (a tailgate market is defined as (1) a group of at least five farmers who meet regularly and who produce or grow what they sell; (2) markets to be farmer/member run and governed; (3) current geographic area is Madison and Buncombe counties) who pay annual dues as established by the association, and observe the standards of the association. Each member market shall have one vote.

SECTION 2: Associate Members – An associate member is a person or organization other than a tailgate market that pays annual dues as established by the association and supports the goals of the Mountain Tailgate Market Association. The associate member shall not be a voting member.

SECTION 3: At-large Members. The Association may elect one or more at-large member at the annual meeting who shall have full voting rights and other rights afforded to members including the right to serve as an executive. The at-large member may or may not be a vendor at a member Tailgate Market but must support the goals of the Mountain Tailgate Market Association.

## **ARTICLE 3: EXECUTIVE AND OTHER COMMITTEES**

SECTION 1: The executive committee shall consist of three officers of the association elected by the Association members. The executive committee may have and exercise the authority of the Association members in the management of the association subject to review and approval of the Association members at its next meeting.

SECTION 2: Other Committees – The Executive Committee may from time to time appoint such standing and ad-hoc committees as it deems advisable. Membership of these committees shall include Association members and other interested individuals. Power and responsibilities of such committees shall be determined by the Association members.

SECTION 3: Minutes – Committees shall keep minutes of their meetings, report at

regular Association member meetings, and file their committee minutes as attachments to the minutes of the next regular Association member meeting's minutes.

#### **ARTICLE 4: OFFICERS**

SECTION 1: Number – The officers of the association shall be a President, a Vice President, and Secretary and Treasurer. The offices of Secretary and Treasurer may be combined into one office.

Section 2: Election and Term of Office – The offices of the association shall be elected annually by the Association members at the first meeting of the year. Each officer shall hold office until the next year's first meeting and until his or her successor shall have been elected and qualified unless he or she resigns or is removed.

SECTION 3: Removal – Any officer or agent elected or appointed by the Board may be removed by the Association members whenever in its judgment the best interests of the association would be served thereby.

SECTION 4: Vacancies – A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the President for the unexpired portion of the term.

SECTION 5: President – The President shall be the principal executive officer of the association subject to the Association members control, and shall supervise and control the business and affairs of the association.

SECTION 6: Vice President – The Vice President, in the event of death, disability or absence of the President, shall have all the duties and authority normally vested in the President of the Association.

SECTION 7: Secretary – The Secretary shall keep a record of all the meetings of the Association members and make them available to any member who requests same.

SECTION 8: Treasurer – The Treasurer shall supervise the financial affairs of the association, keep detailed records, and make them available to any member who requests same.

#### **ARTICLE 5: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each Officer now or hereafter serving the association and each person who at the request of or on behalf of the association is now serving or hereafter serves as a Officer of the association, and his representative heirs, executors and personal representative, shall be indemnified by the association against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding, in which he or she is made a party by reason of being or having been such a director or officer, except in relation to matters to which he or she shall be adjudged in such suit, action or proceeding to be liable for negligence or misconduct in the performance of duty: but such

indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any law, agreement, vote of the Executive Committee or otherwise.

#### **ARTICLE 6: AMENDMENT OF BYLAWS**

These Bylaws may be altered or amended by a two-thirds vote of the membership present at the annual meeting where the proposed change has been listed as an agenda item for said meeting. Any member unable to be present at said meeting may submit in writing his or her proxy at least one week prior to the meeting. Notice of specific language of proposed amendments to Bylaws must be provided in writing, either by standard mail or electronic mail, to the membership at least 17 days prior to the annual meeting.

#### **ARTICLE 7: ACCOUNTING YEAR**

The fiscal year shall be the calendar year.