



# **THE AURORA FARMERS' MARKET**

## **BYLAWS**

### **Organization:**

The name of this organization is The Aurora Farmers' Market (AFM).

The AFM is a not-for-profit organization.

The AFM and market attendees shall not lobby, participate or intervene in political events or campaigns.

### **Location:**

The AFM is located in the Aurora Town Park and on Wells St, between Mosley Street and Metcalfe Street in the Corporation of the Town of Aurora, Ontario (Town of Aurora).

The AFM operates every Saturday from the first Saturday in May until the last Saturday of October inclusive, from 8:00am until 1:00pm.

### **Policies and Procedures:**

The Policies and Procedures for conducting business at the AFM shall be defined in a separate document. The Board may establish such policies and procedures relating to the affairs of the Aurora Farmers' Market as it deems expedient, provided that no policy or procedure is valid to the extent that it is inconsistent with the Constitution or these Bylaws. Once approved, each vendor shall then be provided with an amended, dated, version of the Policies and Procedures.

### **Fiscal Year:**

AFM fiscal year starts November 1 (one) and ends October 31 (thirty-first).

### **Annual General Meeting:**

The Annual General Meeting (AGM) will be held on the third (3rd) Tuesday of November which may take place in person or electronic means.

### **Regulatory Agencies:**

All AFM members shall abide by the rulings of the following organizations.

FMO - [www.farmersmarketsontario.com](http://www.farmersmarketsontario.com)

OMAFRA - [www.omafr.gov.on.ca](http://www.omafr.gov.on.ca)

York Region Public Health - <https://www.york.ca/health>

Town of Aurora

Aurora Farmers' Market Constitution, Bylaws, Policies and Procedures.

**1) Vendor Membership:**

- a) Membership is open to farm, food, and artisan producers within a 200 km (two hundred kilometers) radius of the Town of Aurora.
- b) Each vendor shall apply annually for booth space at the AFM.
- c) Membership is at the discretion of the AFM board.
- d) Each full-time vendor, in good standing, shall have one vote.
- e) Membership, voting rights or booth space is non-transferable.

**2) Membership - Fees:**

- a) Annual membership fees are set by the Board. Fees include the Town of Aurora Permit fees.
- b) Fees shall be due in full, upon annual acceptance as a vendor.

**3) Membership – Meetings:**

- a) Members are expected to attend and participate at meetings.
- b) 70% (seventy) of full-time registered members represents a quorum for voting.

**4) Membership Termination:**

- a) Membership may be revoked should an infraction occur.
- b) The AFM board may vote to suspend, terminate, or expel, a member following these protocols.
  - 1) A member shall be given a verbal notice of an infraction.
  - 2) Should the need arise, a written second notice, specifying the actual infractions as per the Policies and Procedures, shall be given.
  - 3) A third infraction may result in suspension or expulsion from the market with no reimbursement of fees.

**5) Insurance:**

- a) An approved vendor shall provide from the vendor's insurance provider, a Certificate of Insurance (COI), as regulated by FMO Policy. The COI must be on file prior to opening day.
- b) The vendor shall carry insurance for items, equipment, and products.
- c) Vendor equipment and products are not covered by FMO insurance.

**6) Board of Directors:**

- a) The administration of the Aurora Farmers' Market shall be managed by the Aurora Farmers' Market Board of Directors (BoD).

- b) The BoD may be reimbursed for reasonable expenses during the execution of duties.
- c) The AFM - BoD will consist of a minimum of 5 (five) to a maximum of 9 (nine) members.
- d) The board shall include a majority of vendor members in good standing. The remaining members may be nominated from qualified community members and duly elected.
- e) Each director shall be elected for a rotating, 3 (three) year term. The terms of office shall be staggered allowing 1-3 (one to three) directors nominated the first and second years and up to 3 (three) directors the third year. Elections shall take place in the format as set in the document Policies and Procedures.
- f) The duration of a director's term of office will be deemed to commence at the close of the AGM at which the director was elected.
- g) Upon termination or a member ceases to be a board member, all records, documents and property in their possession must be turned over promptly to the Officers;

**7) Officers:**

- a) The Officers of the Board shall consist of Chair, Vice-Chair, Treasurer, and Secretary.
- b) The Officers of the Board shall constitute the Executive Board.
- c) The Officers shall have bank signing privileges. Two signatures shall be required for all cheques.

**8) Transition of Director's Terms:**

- a) Term limits shall come into effect over the next three years after acceptance of these bylaws at which time the term limits stipulated here will be fully in effect.
- b) Each person who is a director on the date these bylaws come into effect shall continue as a director for the remaining term to which he or she was elected unless he or she otherwise ceases to be a director in accordance with these bylaws.

**9) Nomination and Election of Directors:**

- a) Nominations for election as a director shall be made in accordance with these bylaws and such policies and procedures as are established by the BoD from time to time.
- b) A vendor member or a community member may be eligible to serve on the board.

- c) Eligibility shall include being a team player; a working knowledge of the nominated position; must be of the age of majority; must not have a criminal record; must be familiar with the AFM.
- d) The nominations and elections shall take place in the format as set out by the board.
- e) The results shall be announced at the AGM.

#### **10) Board of Directors - Meetings:**

- a) Director attendance is required.
- b) The AFM Board of Directors shall meet every third (3rd) Tuesday which may take place in person or by electronic means.
- c) Emergency meetings shall be called as required.

#### **11) Committees:**

- a) The Board may form committees made up of volunteers from the membership and community. Each committee shall be led by a member of the Board.
- b) Committees may be established for special events, social media, entertainment, and other events as deemed necessary by the Board.
- c) Committee members are appointed on an annual basis and do not have voting privileges.

#### **12) Board of Directors - Responsibilities:**

##### **A. Chair:**

The Chair shall:

- a. preside over all meetings, determine meeting dates and time, and oversee the management, organization and execution of the business of the Aurora Farmers' Market.
- b. be the intermediary between the Board, the Town, and Market Staff.

##### **B. Vice-Chair:**

The Vice-Chair shall:

- a. assist and fulfill the responsibilities of the Chair when the Chair is unavailable.
- b. the Vice-Chair is responsible to file all applications and documents necessary to open the market season.

**C. Treasurer:**

The Treasurer shall:

- a. maintain records of all Revenue and Expenses.
- b. prepare financial reports for the monthly Board of Directors meetings and the AGM.

**D. Secretary:**

The Secretary shall:

- a. record the minutes of all proceedings of the market, process vendor applications.
- b. oversee the website and maintain an ongoing list of all market members.
- c. keep records of applications and documents.

**E. Director of Sponsorship:**

The Director of Sponsorship shall:

- a. source potential sponsors by distributing introduction letters and sponsor level documents.
- b. be the contact person for collecting funds and submitting to the Treasurer.

**F. Director of Communications:**

The Director of Communications shall.

- a. be responsible for updating the website, new forms, sponsors, and vendor listings
- b. create on-line forms and on-line surveys as required.

**G. Director of Marketing:**

The Director of Marketing shall:

- a. create marketing materials such as postcards, flyers, signage, and sponsor banners and any materials required by the market.

**H. Director to be determined at a future date**

**I. Director to be determined at a future date**

### **13) Termination of a Board Member:**

- a) If a board member position becomes vacant for any reason, the board may choose to appoint a replacement to temporarily fill the position to complete the member's term.
- b) The BoD shall remove a member if any of the following criteria are met:
  - 1) failure to attend three meetings in a fiscal year.
  - 2) file under the bankruptcy act; becomes insolvent.
  - 3) legally incapacitated.
  - 4) ceases to be a resident of Ontario.
  - 5) failure to disclose conflict of interest.
  - 6) failure to perform the duties they were elected to perform.
- c) A director may be removed by a 70% (seventy percent) vote of the membership vote for inability or failure to perform duties.
- d) A director who has, or could be seen to have, a conflict of interest, has a duty to declare this conflict. The declaration shall be made to the membership upon nomination or if serving as a director when the conflict arises. The declaration shall be recorded in the minutes.
- e) A conflict of interest is defined as having a vested interest or benefiting in the outcome as a result of the decision. Having a conflict does not prevent a member from serving as a director, provided that the member withdraws from the decision making on matters pertaining to that interest. The withdrawal shall be recorded in the minutes.

### **14) Bylaw Amendments:**

- a) An affirmative vote of 70% (seventy percent) of the registered full-time members in good standing is required to amend these bylaws.
- b) The Aurora Farmers' Market Bylaws will be reviewed annually and amended as necessary to reflect growth, development and community involvement as needed.
- c) Any amendment of the bylaws shall be presented electronically to the membership for approval, and the decision shall be announced and take effect at the AGM.
- d) These by-laws have been established and will be enforced to allow a cohesive operation of the Aurora Farmers' Market.

**15) Records:**

- a) Every member shall have the right, for any reasonable purpose, to examine but not duplicate, any financial or other proprietary records of the Aurora Farmers' Market.
- b) Members shall not divulge sensitive information to outside sources without the consent of the officers of the Board of Directors.
- c) No copies of records shall be taken.

**16) Conflict Resolution:**

- a) Roberts Rules of Order shall be the authority for the AFM.
- b) If there is an issue between the Board of Directors and a Vendor, unresolved by use of the AFM Bylaws or Policies and Procedures, either party shall use the provisions of The Commercial Mediation Act.

V1 - Implementation Date: November 15, 2022