

**Organizational Structures for Farmers Markets**

All businesses are required to file with the NYS Department of State. However, many markets that operate in NY are operating without legal standing. Those markets are usually those with little or no income for the market itself. But a market that looks to provide opportunities for their farmers and vendors, be a valued asset within the community and serve as a means of local commerce within the community, should file for legal structure with the state, following up with proper filing status with the IRS. This will require that you seek legal counsel to determine the appropriate structure and tax filing status for your market operations.

To begin the process of creating your market’s organizational structure, you will want to start with a clear definition of how the organization will run itself. This Governance Document is important whether or not you follow through with legal filings with the state and IRS. The document will make it clear how the organization is structured and how it will operate, internally. *Note: this is how the organization operates. The actual market is operated with your rules and regulations.*

Using your market letterhead, create a Governance Document for your farmers market, using the template below. When complete, you should have a Governance Document that your market organization can adopt for the operation of the organization.

If you already have a governance document, review the existing document against this template to ensure you have all the questions covered. Make edits as necessary to bring before your market governance body for adoption.

Market Name:

Market Location

Market Mailing Address:

Market Mission/Vision:

General Operations:

1. Who will make market decisions
   1. i.e. Board of directors, management team, sponsor agency, market manager
2. Who enforces the market rules and regulations
3. When, where, and how, will the market operate

Management Team/Board of Directors

1. Who comprises the management team
2. Who is eligible to be on the management team
3. How are the members of the management team chosen
4. Are there limits on the amount of time a member can be on the management team
5. What are the duties/responsibilities of the management team
6. How will a vacancy on the team be handled
7. Are there requirements to maintaining a position on the management team and what happens if those requirements are not maintained
8. Will the management team be compensated, if so, how

Management Team Meetings

1. How frequently does the team meet
2. Who calls the meetings and where are they held
3. How much notice must be given to members of the team for each meeting
4. Who presides over the meetings
5. Who maintains the organization’s records, including meeting minutes
6. Who handles the market finances
7. What are the requirements for the management team to make decisions; i.e. quorum
8. Are there officers of the management team
   1. what are the offices
   2. what are the responsibilities of each office
   3. how are the officers determined
   4. how long are officers in place and are there any limits on the officer roles
   5. how are officer vacancies addressed

Full Market Organization Meetings

1. Will there be regular meetings of the full market? If so, how frequently and when
2. Where will these meetings be held
3. Who will be present, who will preside
4. Responsibilities of the members of the market, other than the management team (for example, will they vote on decisions of the management team to ratify them? Will they vote on amendments to the governance document?)
5. How does one become a member of the market organization and maintain a good standing with the organization
6. Can there be special meetings called? Who can call them?
7. How much notice must be given for a full meeting?

Conducting business:

1. When is an annual budget to be prepared, by whom and approved by whom? What is the fiscal year
2. How are conflicts of interest of the management team handled
3. Who can sign contracts on behalf of the market? Any restrictions or requirements
4. Will the organization maintain officers and directors insurance or provide any statement of indemnification of the management team
5. If the market organization dissolves with assets remaining, what will be done with those remaining assets

Amendments to the Governance Document

1. What is the process for amending the document, including any ratifications required

