

FARMERS MARKET ADVISORY BOARD

Regular Meeting

Monday, December 20, 2021

9:00 AM

Training Room, Governmental Center
400 Boardman Avenue
Traverse City, Michigan 49684



1. Call To Order
2. Roll Call
3. Approval of November Meeting Minutes
4. Old Business
 - A. Winter Market Updates
5. New Business
 - A. Online Market Approval for Babcia's Amazing Pierogi
 - B. Board Membership Revisions (Governing Rules)
 - C. DDA Staffing
6. Public Comment
7. Adjournment

**Meeting Minutes
Farmers Market Advisory Board
Regular Meeting
Monday, November 15, 2021**

A. CALL TO ORDER

The special meeting of the Farmers Market Advisory Board was called to order, via Zoom on Friday, July 2, 2021 by vice chair Buchan at 2:35 PM

B. ROLL CALL

Burkholder conducted roll call

The following Advisory Board members were in attendance: Scott Hardy, Lori Buchan, Courtney Lorenz, Gary Jonas, Tim Werner, Meghan McDermott and Tricia Phelps.

The following team members were absent: Nic Welty, Joanne Brown and Brenin Wertz-Roth

D. APPROVAL OF MEETING MINUTES

No Minutes Provided (no quorum)

E. OLD BUSINESS

Winter Market Logistics

Kye Warner mentioned that there will no Saturday on-line markets on the Holiday weekends of Thanksgiving, Christmas and New Years.

E. New Business

A. Board Membership and Meetings

- Discussion on what approvals should be under the purview of the Advisory Board and what approvals should be under the purview of the Market Manager. Noted by the Board that: growers can be approved by the Market Manager, but that Growers listed as "Category 2&3" (which are value-added vendors) need board approval.
- Discussion on reducing the number of Advisory Board members. Noted by the Board to: reduce the number of Advisory Board members to eight (8). The makeup of the Advisory Board would include: three (3) vendors; three (3) customers; and a representative from the DDA and City Commission. The representatives from the DDA and City Commission would be non-voting members.
- Burkholder noted he would make draft amendments to the Governing Rules to present at the December meeting and that final approval would ultimately come from the DDA Board.
- Mr. Hardy noted that if approved, we need to include an "effective on" date in the motion.

Motion to approve the changes as discussed

Moved by Hardy, Seconded by Lorenz

Yeah: Scott Hardy, Lori Buchan, Courtney Lorenz, Gary Jonas, Tim Werner, Meghan McDermott and Tricia Phelps.

Neah: None

Carried: 7-0

B. Committee Activities

- Discussion on the need for committee's (operations and programming). It was noted that there is a desire to keep the programming committee active. This committee includes: Tricia Phelps, Megan McDermott, Gary Jonas and Brenin Wertz-Roth

I. PUBLIC COMMENT

No public comment provided

I. ADJOURNMENT

Motion to adjourn

Moved by Buchan, Seconded by Phelps

Yeah: Scott Hardy, Lori Buchan, Courtney Lorenz, Gary Jonas, Tim Werner, Meghan McDermott and Tricia Phelps.

Neah: None

Carried: 7-0

DRAFT



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Memorandum

To: Farmers Market Advisory Board
From: Harry Burkholder, DDA COO
Date: December 16, 2021
Subject: Amendments To Governing Rules

I have attached an amended version of the governing rules for the Farmers Market Advisory Board, based on our discussion last month.

Two things to consider as we review this copy:

1. I would suggest that we consider an odd-number of advisory board members to ensure that voting motions are always passed (or not passed) by a majority vote.
2. I would suggest that we consider having the DDA representative and City Commission representative continue serving on the Advisory Board and that they retain their vote. In my opinion, participating in meetings without a vote does not provide appropriate governance.

Based on the results our discussion, any final amendment/recommendation from the Advisory Committee will go before the DDA Board for their consideration and action.

RULES GOVERNING FARMERS MARKET ADVISORY BOARD

ARTICLE I. PURPOSES AND POWERS

The Mission of the Sara Hardy Downtown Farmers Market is as follows:

The Sara Hardy Downtown Farmers Market (the Market) is operated by the Traverse City Downtown Development Authority (DDA) and is managed by SEEDs (The Market Manager). The purpose of the Market is to create a sales venue for local area farmers, provide opportunity for consumers to purchase quality farm-grown goods, to provide a community gathering place, and to promote and stimulate economic development and create traffic in the Downtown area.

The purpose of the Farmers Market Advisory Board (the "Board") is to advise the DDA Board in order to uphold this mission for the betterment of the market.

ARTICLE II. BOARD

Section 1. General Powers

The Board shall have the power to study and recommend actions to the DDA and shall have any other powers and duties granted to it by the DDA.

Section 2. Number, Tenure and Qualifications.

The Board shall consist of **twelve eight** persons. The members shall be appointed for a term of three years except that of members first appointed; four shall be appointed for one year, three for two years, three for three years and with DDA Board Members committing their entire DDA Board Term. At least **one three** of the members shall be a noted regular customer of the Sara Hardy Downtown Farmers Market. At least one of the members shall be a DDA Board Member. At least one of the members shall be a City Commissioner. At least **five three** members shall be current vendors of the Sara Hardy Downtown Farmers Market. The term of office shall begin on the date of the annual organizational meeting of the Farmers Market Advisory Board in February.

Section 3. Selection of Board Members.

The Chairperson of the DDA Board with the advice and consent of the DDA Board shall appoint the members of the Board. Subsequent board members shall be appointed in the same manner

as the original appointments at the expiration of each member's term of office. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.

Section 4. Compensation of Members.

Members of the Board shall serve without compensation.

Section 5. Expiration of Term, Continuation in Office, Reappointment and Filling of Vacancies.

Members whose terms of office have expired shall continue to hold office until a successor has been appointed. If a vacancy is created by the death, resignation or removal of a member; a successor shall be appointed by the Chairperson with the advice and consent of the DDA Board within thirty days to hold office for the remainder of the term so vacated.

Section 6 Removal.

Pursuant to proper notice and an opportunity to be heard, a member may be removed from office for neglect of duty including non-attendance at meetings, misconduct, malfeasance, or any other good cause by a majority vote of the DDA Board. Removal of a member is subject to review by the circuit court.

Section 7. Disclosure of Interest.

A Board member who has a direct interest in any matter before the Board shall disclose his interest prior to the Board taking any action with respect to the matter, which disclosure shall become a part of the record of the Board's official proceedings. Further, any member making such disclosure shall then refrain from participating in the Board's decision-making process relative to such matter.

ARTICLE III.
OFFICERS

Section 1. Officers.

The officers of the Board shall be a Chairperson, Vice-Chairperson, and Secretary.

Section 2. Removal of Officers.

An officer may be removed by the Board whenever in its judgment the best interest of the Board would be served.

Section 3. Filling of Vacancies.

A vacancy may be filled by the Board for the unexpired portion of the term.

Section 4. Chairperson.

The Chairperson shall preside at all meetings of the Board and shall discharge the duties of a presiding officer.

Section 5. Vice Chairperson.

In the absence of the Chairperson or in the event of his inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson and when so acting shall have all the powers and be subject to all restrictions of the Chairperson.

ARTICLE IV.
MEETINGS

Section 1. Annual Meeting.

The annual meeting shall be held at the regularly scheduled time for the month of February. The election of officers shall occur at the annual organizational meeting. If the election of officers should not occur on the day designated, or any adjournment thereof, the Board shall cause the election to be held at a regular or special meeting of the Board within ninety (90) days of the annual meeting.

Section 2. Regular Meetings.

Regular meetings of the Board shall be held at 9:00 a.m. on the third Monday of each month at the Governmental Center, 400 Boardman Avenue, Traverse City, MI 49684, unless rescheduled by the Chairperson. In the event the meeting day shall fall on a holiday, the Chairperson shall reschedule the meeting to a non-holiday. Records shall be open to the public subject to the Michigan Freedom of Information Act. Any regularly scheduled meeting may be canceled for a lack of quorum.

Section 3. Special Meetings.

Special meetings of the Board may be called by the Chairperson, by the Vice Chairperson in the absence of the Chairperson, by any three members, or by the DDA by giving twenty-four (24) hours notice of the meeting stating the purpose of the meeting and by posting the notice eighteen (18) hours prior to the meeting.

Section 4. Notice of Meeting.

All meetings shall be preceded by public notice posted eighteen (18) hours prior to the meeting in accordance with the Open Meetings Act (Act 267 of the Public Acts of 1976, as amended).

Section 5. Agenda.

The Chairperson may direct the DDA Staff to prepare the agendas for all meetings and send them to the Board members at least twenty-four (24) hours prior to a meeting. Any member of the Authority may request any item to be placed upon the Agenda.

Section 6. Quorum and Voting.

A majority of the members of the Board identified as "vendors" or "customers" in office shall constitute a quorum for the transaction of business. The representative from the DDA and the representative of the city commission shall be non-voting members. No action shall be taken by the voting members except upon concurring vote of five four members of the Board, unless a higher number is required by statute or these rules. In the event that effective membership is reduced because of disclosure of interest (Article II, Section 7), a majority of the remaining members eligible to vote shall constitute the action of the Board.

Section 7. Rules of Order.

In the event these Rules are silent, Robert's Rules of Order will govern.

- a) Public Comment and Public Hearings: All members of the public shall have an opportunity to speak at public hearings, and at the public comment portion of meetings. The Chairperson, may, at her or his discretion, allow the public to speak on agenda items prior to Board action. The Board shall treat the public with respect. As part of its deliberation, the Board may clarify, answer questions and ask questions as a result of public comment. The comment of any member of the public or special interest group may be limited in time to five minutes.

ARTICLE V.
RECORDS

Section 1. Records.

The Board shall keep correct and complete records and minutes of the meetings. The records shall be kept at the principal office of the DDA which will have a record of the names and addresses of the members of the Board. Records of the Board shall be open to the public as prescribed in the Freedom of Information Act.

ARTICLE VI.
AMENDMENT TO RULES

These rules may be altered, amended, or repealed and new rules adopted, by a majority of the members at any regular meeting.