

BY-LAWS

of

VERMONT MAPLE SUGAR MAKERS' ASSOCIATION, INC

Adopted at the annual meeting

January 10, 1951

Latest Revision Approved January 2013

ARTICLE I

Name of the corporation

The name of this corporation shall be VERMONT MAPLE SUGAR MAKERS' ASSOCIATION, INC., and its principal place of business shall be in the City or Town and County in which the corporation's secretary resides in the State of Vermont.

ARTICLE II

Purposes and Objectives of the Corporation

Section 1: Purposes

- 1.1) To promote better understanding and close cooperation among all elements of the Vermont maple industry related to pure maple products or the by-products thereof, including but not limited to: producers; processors; retailers; equipment manufacturers; the University of Vermont College of Agriculture, Extension and Research; the Vermont Agency of Agriculture; the Vermont Department of Forests, Parks and Recreations; and the Vermont Legislature.
- 1.2) To encourage the maintenance of a viable and progressive maple industry by identifying and studying problems and issues that relate to the industry and to set in motion actions to resolve these problems and issues. Activities in support of this purpose may include: encouraging on the farm use and application of basic research, promoting and financing the research to enhance the production of high quality maple products; disseminating the current and new knowledge through continuing education of sugarmakers.
- 1.3) To provide educational programming and materials to the general public and the agricultural community with regard to current information and advancements in maple production.
- 1.4) To support and assist County Associations in their efforts to promote the maple industry and, where, appropriate, to coordinate VMSMA programs and policies with the County Associations.

Section 2: Objectives

- 2.1) Coordinate industry wide marketing efforts to support the Vermont Maple Brand.
- 2.2) Represent the Vermont Maple Industry in collaborative efforts to improve conditions affecting the maple industry.
- 2.3) Promote proper grading and standardization of maple products in accordance with Vermont maple law.
- 2.4) Promote more efficient methods of production and marketing.
- 2.5) Encourage greater use of Vermont produced maple products within the State as well as in outside markets.

ARTICLE III
Membership

There shall be three types of membership for the corporation:

Section 1: Maple Producer Members

- 1.1) For the purpose of this corporation a maple producer will be defined to include a sole proprietor, a partnership, an association, a co-operative or a corporation which sets at least 100 taps and/ or produces 25 gallons of maple syrup in at least two (2) of the past five (5) years.
- 1.2) Membership of this type provides voting rights to those members who have paid their annual dues assessment.

Section 2: Maple Industry Members

- 2.1) For the purpose of this corporation an industry member will be defined to include all those that have a relationship to the industry (production, handling, packaging, processing and distribution) and industry related equipment (manufactured, installed, serviced, operated) to produce high quality and safe food products.
- 2.2) Membership of this type provides voting rights to those members who have paid their annual dues assessment.

Section 3: Members-at-Large

- 3.1) For the purpose of this corporation a member-at-large will include all those who have an active interest in the maple industry including: Government representatives (Vermont Department of Forests, Parks and Recreation, Vermont Agency of Agriculture); Education representatives (University of Vermont College of Agriculture and Life Sciences, Extension and Proctor Maple Research Center); Vermont agricultural community (Vermont Farm Bureau, Vermont State Grange, etc.); and Maple supporters from the public at large.

- 3.2) No voting rights are offered for members of this type. Nominal dues amount shall be assessed.

ARTICLE IV Producer Delegates

Before January 15, of every year, each Vermont District that wishes to have representation shall elect five (5) VMSMA producer members, in good standing, to the VMSMA Delegate body and shall select one of the 5 to be a producer member of the Board of Directors.

Section 1: For the purpose of members' annual and other meetings, the territory within Vermont in which the corporation has members shall be divided into Districts as may hereafter be established by the directors at any regular or special meeting. Until changed by the Directors such Districts shall be constituted as follows:

- A) Upon county lines so that each county in which the corporation has members shall constitute a District to be designated by the name of the county.
- B) Members from an unorganized District may join the District of their choice.

Section 2: In the event a Director is unable to attend a meeting, one of the other five Delegates in that County may substitute and vote.

Section 3: A currently unorganized district may request the VMSMA's recognition as a District provided that it has fifteen (15) or more VMSMA members within the County and the Board of Directors approves the request to become a district.

ARTICLE V Board of Directors and Officers

Section 1: Board of Directors

- 1.1) The board shall be comprised of not less than twenty-one (21) and not more than twenty-five (25) Directors.
- 1.2) Responsibilities of the Board include staff and committee oversight, strategic direction, crisis management and corporation appointments (IMSI, NAMSC, or others deemed appropriate by the Board).
- 1.3) Terms for Producer and Industry Members shall be 3 years with Members-at-Large appointed annually by the elected Board of Directors.

The term of office of the original Board of Directors under this new structure will be staggered so that approximately 1/3 are elected for one year, 1/3 for two years, and 1/3 for three years. Following elections will be for three year terms.

Directors shall serve no more than two full consecutive three-year terms. After being off the board for one term a Director will again be eligible to serve. [In the event that a Director is elected to serve as Chair of the Board, he/she will be exempt from the term limit while serving in that capacity as per Section 2.1 of this Article].

- 1.4) One Director shall be selected from each District's Delegates to represent the Producer Membership. There shall be a total of twelve (12) to fourteen (14) producer Directors.

The Producer Delegate body shall be composed of five (5) Delegates from each of the Districts. Vacancies shall be filled through an election process at the District level.

- 1.5) Six (6) to eight (8) of the Directors shall be selected from the Industry membership. Vacancies shall be filled through an election process in caucus held at the VMSMA Annual Meeting.
- 1.6) From within the Members-at-Large (See ARTICLE III, Section 3, 3.1)) individuals who have demonstrated a real interest and would benefit the Board and maple industry three additional Directors may be recommended by the Executive Committee and approved by the Board of Directors. These Directors shall have the same privileges and voting rights as other Directors at Board meetings.
- 1.7) A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- 1.8) The Board of Directors shall hold at least two (2) meetings a year to conduct the needed business of the corporation.
- 1.9) The Board may participate in a meeting by means of conference, telephone or similar communications equipment allowing persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at such meeting.
- 1.10) If a vacancy occurs within the:
 - A. Producer Directors. The District (County) where the vacancy occurred shall name one of the remaining four (4) Delegates as a replacement and name another VMSMA member from within their District (County) as the fifth Delegate.
 - B. Maple Industry Director. The remaining Maple Industry Directors shall select a replacement from within their membership in VMSMA.

C. Three (3) Directors named by the Board. The Executive Committee may bring forward to the Board of Directors a replacement for approval.

- 1.11) Officers of the Board of Directors will be elected or affirmed at the first meeting of the Board following the annual meeting. They are to be selected from the membership of the board. The Officers will be elected by the Board of Directors annually.
- 1.12) Failure of regular attendance, absence at three consecutive meetings without just cause, by a Director may result in dismissal from the Board.

Section 2: Officers and Duties

- 2.1) The Chairperson shall preside over all meetings of the members and the Board of Directors. The Chairperson shall call or cause to be called all meetings of the Board of Directors except as otherwise provided in these by-laws.

The Chairperson or Vice-Chairperson shall execute and acknowledge, on behalf of the corporation, all contracts, conveyances, and other instruments as are authorized by the Board of Directors, and shall perform all other duties assigned by the Directors. As needed the Chairperson may appoint ad-hoc committees.

General term limits will be waived for the Chairperson, so that a Chairperson may serve up to nine years as a Director.

- 2.2) The Vice-Chairperson shall perform the duties of the Chairperson when the latter is absent or otherwise unable to attend to the duties outlined in Article IV Section 2.1. The Vice-Chairperson shall also have such powers and perform such special duties as may from time to time be assigned by the Board of Directors. While serving in this office, every effort shall be made to fully learn the duties and roles of the Chairperson.
- 2.3) The Secretary shall oversee the recording of all votes and meeting proceedings for the Board of Directors; maintenance of custody of the corporate seal and all the corporate records; and keeping of the same within the State of Vermont. The Secretary shall oversee the recording of the names of members, Directors and their contact information, which shall be open to the inspections of the Directors and members.
- 2.4) The Treasurer shall oversee the receipt and payment of all the monies of the corporation under the supervision of the Board of Directors. The Treasurer shall make, in writing, a report at the annual meeting of the corporation, setting forth in detail the receipts and disbursements, together with the comprehensive statement of the financial standing of the corporation.
- 2.5) The Board of Directors shall have full access to all books, records and accounts of the corporation held by the Secretary or Treasurer. They will annually engage the service of a public accountant to audit the books and accounts of the corporation.

Expense for the audit shall be paid from corporate funds by the Treasurer upon an order signed by the Chairperson.

- 2.6) Should the Board of Directors so choose, they may hire individual(s) to maintain business records, perform accounting tasks and general recordkeeping and office functions needed to conduct the business of the organization. Individuals hired to fulfill such roles will not be members of the board.
- 2.7) An Executive Director may be hired to conduct the daily business transactions of the corporation, subject to the control and supervision of the Board of Directors, and shall have the same right to originate and propose motions and amendments and to participate in deliberation as a Director, but shall not have voting rights as a member of that body.
- 2.8) The Executive Committee shall be comprised of five (5) members of the Board of Directors. Duties of this committee are outlined under Article VIII Section 1.2.

ARTICLE VI Annual Meeting

Section 1: Annual Meeting

- 1.1) The annual meeting of the corporation shall be held in the State of Vermont in January, after January 20th and before the close of the month.
- 1.2) Provision will be made for the Producer members and the Industry members to caucus in order to file requests for nominations to VMSMA Committees.
- 1.3) Within ten (10) days following the annual meeting the Board of Directors will appoint 2-3 Members-at-Large to complete the Board complement of Directors.
- 1.4) The Clerk shall give written notice (includes electronic written notice) to all members of the time, place and purpose of the annual meeting ten days or more in advance of the meeting.
- 1.5) A majority vote of the voting members present is required for every action approved at the meeting.
- 1.6) No proxy voting shall be allowed.
- 1.7) All elections and voting shall be by ballot.
- 1.8) Twenty (20) voting members present at a properly warned meeting shall constitute a quorum for the transaction of business at an annual meeting. [Producer and Industry members have voting rights as per Article III, Sections 1.2 and 2.2 respectively]

ARTICLE VII Other Meetings

Section 1: Maple Producer Delegate Meetings

- 1.1) Provisions will be made for the Producer Delegates to caucus as part of the Annual Meeting in order to file requests for nominations to VMSMA Committees.
- 1.2) A meeting of Producer Delegates will be held during July or August. Board of Directors or a designated committee will plan, implement and evaluate the meeting, providing a full report for the Board.
- 1.3) Other meetings of this member group may be held as appropriate.

Section 2: Maple Industry Meetings

- 2.1) Provisions will be made for the Industry members to convene a meeting as part of the Annual Meeting in order for members to elect Directors to fill vacancies on the Board of Directors.
- 2.2) A meeting of these members will be held during July or August. Board of Directors or a designated committee will plan, implement and evaluate the meeting, providing a full report for the Board.
- 2.3) Other meetings of this member group may be held as appropriate.

Section 3: Board of Directors Meetings

- 3.1) The Directors shall hold not less than two meetings during the calendar year on such days as they shall determine. Notice of the meeting shall be given to each Director at least ten days in advance unless regular meetings are established at the first Board meeting of the calendar year.
- 3.2) A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- 3.3) Board members may participate in the meeting by means of conference communications allowing members full auditory participation in the meeting.
- 3.4) The Board of Directors may receive nominal compensation for attendance at meetings, as established in the annual budget.

Section 4: Special Meetings

- 4.1) Special meetings of the Board of Directors or the membership may be called by, or at the request of the Chairperson or any four Directors, at such time and place as shall be specified in the notice of such meeting.

- 4.2) Notice of any special meeting shall be given to each Director and/or Delegate at least ten days prior to the meeting and include both the purpose for the meeting and the business to be transacted.

ARTICLE VIII Committees

Section 1: Executive Committee

- 1.1) The Chairperson of the Board of Directors will chair this committee. Five (5) Directors shall constitute the Executive Committee - Board of Directors Chairperson, Board of Directors Vice Chairperson, Treasurer, and Secretary. The fifth, non-officer, Executive Committee member shall be elected to the committee by the Board of Directors.

Executive Committee members will hold committee appointment for the calendar year of their election.

- 1.2) The Executive Committee shall, within legal limits, have all powers of the Board of Directors when the Board is not in session, subject to ratification by the full Board at its next regularly scheduled meeting.
- 1.3) Appointments to standing Committees shall be the responsibility of the Executive Committee. All committee appointments are made for a one year term.

Section 2: Finance Committee

- 2.1) The Treasurer of the Board of Directors will chair this committee. Committee will be comprised of the chair and four additional committee members (Board or general membership).
- 2.2) The duties of the Finance Committee include: creation of annual budget for the corporation required for maintenance of the corporation; and leadership for fundraising activity required for growth of the corporation.

Section 3: Maple Industry Committee

- 3.1) The Committee will be comprised of the chair and additional committee members (Board or general membership). At least one member of the Board of Directors will sit on this Committee.
- 3.2) The duties of the Maple Industry Committee include: focus on crisis management related to legislation that affects the Maple Industry; coordination with State agencies to keep attention on the needs and benefits for the Maple Industry in Vermont; and maintaining watch on legislative (state and federal) activity related to the Maple Industry.

Section 4: Governance Committee

- 4.1) One Board member will Chair this committee. Committee will be comprised of the Chair and four additional committee members (Board or general membership) appointed by the Executive Committee for a one year term.
- 4.2) The duties of the Governance Committee include: annual review of the By-laws; oversee the membership and seek candidates for officers of the Board of Directors; provide nominations for Board and committee position openings; and periodic review of policies and maintenance of the policy book for the corporation.

Section 5: Education and Research Committee

- 5.1) The Committee will be comprised of the chair and additional committee members (Board or general membership). At least one member of the Board of Directors will sit on this Committee.
- 5.2) The duties of the Education and Research committee include: initiate and finance educational activities such as, study of maple production and marketing, quality and yield improvement, sugarbush safety, conservation of natural resources, use of new maple technology, and ways and means of increasing net farm income from maple; provide educational programming to the general public and the agricultural community with regard to current information and advancements in maple production; make inquiry and disseminate information regarding production, marketing and utilization of maple products and new technology, maple supplies and equipment; and encourage maintenance of a viable and progressive maple industry to encourage on the farm use or application of basic research discoveries, to promote and finance the study of maple and research, to diffuse the knowledge and to provide continuing education of sugarmakers, and a maple library and exhibits.

Section 6: Marketing Committee

- 6.1) The Committee will be composed of the chair and additional committee members (Board and/or general membership). At least one member of the Board of Directors will sit on this Committee.
- 6.2) The duties of the Marketing Committee shall be the marketing and promotion of the Vermont maple industry and to educate the consumer about pure maple syrup and related products, initiate a yearly marketing plan that will benefit the Vermont maple industry as a whole, provide education and marketing to the consumer through a multitude of media options as well as promotional opportunities, be responsible for taking and responding to donation requests, and create and maintain partnerships that will increase the exposure and marketability of pure maple syrup and related products.

Section 7: Ad hoc Committees

- 7.1) The Board of Directors may from time to time create and charge committees to undertake specific tasks in the maintenance of the corporation. Committee members shall be appointed by the Chairperson. Each such committee shall be dissolved upon the completion of its work or at the discretion of the Board of Directors.

ARTICLE IX
Accounting and Finances

Section 1: Handling of Finances

- 1.1) The handling of any or all of the cash, funds and investments of the corporation, including the purchase, custody, sale and transfer of the same, may be delegated by the Board of Directors to the Treasurer, and Finance Committee of the corporation.
- 1.2) The fiscal year of the corporation shall be a calendar year.
- 1.3) Proper books of account for the corporation shall be kept by the treasurer so as to provide the basis for satisfactory accounting, reporting and auditing.
- 1.4) All accounts of the corporation shall be audited annually by an independent certified public accountant or a licensed public accountant. The audit report shall be shared with the membership as requested.
- 1.5) An annual report of all business and financial matters of the corporation, including complete financial statements, shall be prepared under the direction of the Treasurer, approved by the Board of Directors and distributed to the corporation's membership at the annual meeting.
- 1.6) The Board of Directors shall require all officers, agents and employees having custody of, or access to, its funds or property to give the corporation a bond conditioned upon the faithful discharge of their duties, in such amount and with such surety as the Board of Directors shall require. The cost of any such bonds shall be borne by the corporation.
- 1.7) The Board of Directors may borrow money without limitation as to the amount of indebtedness or liability to support the on-going business of the corporation.
- 1.8) The Board of Directors may establish reserves and invest funds in bonds or in such other property as may be provided in the by-laws.
- 1.9) The Board of Directors may buy, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the

conduct and operation of any business of the corporation or business incidental thereto.

- 1.10) The Board of Directors may establish, secure, own and develop patents, trademarks, trade-names and copyrights.
- 1.11) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) 5 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose.

ARTICLE X Amendment of By-Laws

Section 1: Amendments

- 1.1) Notification on a proposed amendment to the by-laws will be provided to members at least ten (10) days prior to the date of the annual meeting or a special meeting called for this purpose.
- 1.2) By-laws may be amended by a majority of the members voting. Members may request an absentee ballot (by mail or electronically) which must be returned to the VMSMA Secretary by the deadline set by the Board of Directors as will appear on the warning. (No proxy voting per ARTICLE VI, Section 1, 1.6)).