

Vermont Maple Sugar Makers' Association Policy Book

For the purpose of this document, all italicized text is taken directly from the By Laws. It's placement in the By Laws is noted in the footnotes. If there is a need to change this text in the By Laws or if the By Laws are amended, this text will need to change.

The Vermont Maple Sugar Makers' Association (VMSMA) is a non-profit agricultural membership organization founded in 1893. Located in Vermont it is one of the oldest agricultural organizations in the United States. The organization works to use its collective purchasing power to provide a variety of benefits for its members.

This **Policy Book** will serve as a guide providing information on the organizational structure of VMSMA and the management of the organization on a day to day basis, in more detail than is possible with By Laws and can be easily changed by a simple vote by a majority of the Directors. It will also serve as a place to keep information related to this organization handy for quick reference as well as all in one place. ¹

VMSMA's mission is to protect the tradition of maple sugaring while maintaining the highest standards of production and product quality: to identify and study problems and opportunities that relate to the industry; to provide educational programming and materials to the general public and the agricultural community with regard to current information, research and advancements in maple production; and coordinate industry wide marketing and promotional efforts to support the Vermont Maple Brand, as well as, encouraging greater use of Vermont produced and packed maple products within the State as well as in outside markets.

The Organization has four types of membership:²

1. **Maple Producer Members:** *a maple producer is defined as to include a sole proprietor, a partnership, an association, a co-operative or a corporation which sets at least one hundred (100) taps and/or produces twenty five (25) gallons of maple syrup in at least two (2) of the past five (5) years. These members have all voting rights, receive all benefits and are assessed dues annually. Please see page 2 for current dues structure and benefits.*
2. **Maple Industry Members:** *a maple industry member is defined as to include all those that have a relationship to the industry (production, handling, packaging, processing and distribution) and industry related equipment*

¹ Article VI Policy Book

² Article III Section 1 A,B,C and D 1.1-1.8)

(manufactured, installed, serviced, operated) to produce high quality and safe food products. These members have all voting rights, receive all benefits and are assessed dues annually. Please see page 3 for current dues structure and benefits.

3. **Maple Advisors:** these members include *all those who have a direct connection to the Vermont Maple Industry and who can offer advice and services that may be advantageous to the corporation. These may include government representatives, educational representatives and those from other fields of research and education.* No voting rights and no dues assessments will be applied to this membership group. Most are not allowed to pay dues or vote on matters of an organization by their employers. They would be considered members of the Board of Directors only. They would include but are not limited to representatives from the Vermont Agency of Agriculture, the Vermont Department of Forest, Parks and Recreation, the University of Vermont College of Agriculture and Life Sciences, UVM Extension, UVM Proctor Maple Research Center, Vermont Farm Bureau, Vermont State Grange, NOFA, and those representing State and Federal Government Officials. **Should we have a limit on the number of these members who could be members of the Board of Directors?**
4. **Members At Large:** members at large include *all those members who have an active interest in the maple industry and want to support it.* Subclasses within this category include but are not limited to: a. Insurance Company representatives. b. Those who have a business who use maple in their products such as restaurants, distilleries, breweries, chocolatiers, wineries or serve pure maple to their clientele such as bed and breakfasts. c. Those who offer benefit services to VMSMA members. d. **???** **Are there others that need to be included and defined?** No voting rights are offered but annual dues will be assessed. Annually, the Board may appoint 3 members from this group to sit on the Board. Those members would then have voting rights on the Board only. Please see page 3 for current dues structure and benefits.

Current Dues Structure and Benefits: **These will need to be entered in for each.**

1. Maple Producer Members:
2. Maple Industry Members:
3. Members At Large:

For all accounting purposes, *the **fiscal year** of the corporation shall be a calendar year. This corporation shall operate within Section 501 (c) 5 of the Internal Revenue Code.*³

³ Article X Section 1 1.2) and 1.10)

The Association is governed by a Board of Directors made up of Producer Directors, Industry Directors, Advisors and at the discretion of the Board 3 additional Directors chosen each year from the VMSMA membership.

*For the purpose of members' annual and other meetings and for the election of Directors, the territory within Vermont in which the corporation has members is divided into **Districts**. Until changed by the Directors at a regular or special meeting, the Districts are defined as follows:*

- A) *Upon county lines so that each county in which the corporation has members shall constitute a District. These Districts are designated by the name of the county.*
- B) *Members from an unorganized District may join the district of their choice.*
- C) *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.*⁴

Board of Directors:

1. *The Board shall be comprised of not less than twenty-one (21) and not more than twenty five (25) Directors⁵ and their corresponding Alternates. These include, twelve (12) to fourteen (14) Producer Directors and their Alternates, six (6) to eight (8) Industry Directors, as many Advisors as deemed appropriate and up to three (3) Directors from the VMSMA membership. The Board may appoint these three additional members⁶ to the Board at the first full meeting of the Board after March 1st.*
2. *The Responsibilities of the Board include but are not limited to: staff and committee oversight, strategic direction, crisis management and corporation appointments (IMSI, NAMSC or others deemed appropriate by the Board)⁷.*
3. *A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Advisors to the Board of Directors will not count towards the quorum as they do not have voting rights.⁸*
4. *The Board of Directors shall hold at least two (2) meetings a year to conduct the needed business of the corporation.⁹ Notice of the meetings shall be given to each Director and Alternate at least ten (10) days in advance unless regular meetings are established at the first Board meeting of the calendar year¹⁰. Until changed by the Board, the present meeting schedule is as follows: a conference call meeting in January with the main order of business being to approve the budget for the year, a meeting in May (after sugaring season) to conduct general business and elect officers, a meeting in July directly*

⁴ Article IV Section 1 Section 2 & Section 3

⁵ Article V Section 1 1.1)

⁶ Article V Section 1 1.4 , 1.5, & 1.6)

⁷ Article V Section 1 1.2)

⁸ Article V Section 1 1.8)

⁹ Article V Section 1 1.9)

¹⁰ Article VIII Section 1 1.1)

- following the Annual Meeting, presently in conjunction with Maplerama, to discuss how any issues brought up at the Annual Meeting will be addressed, to discuss ongoing issues and business of the association and to affirm and welcome the new Officers and/or Directors. A final meeting for the year shall be called in early December. This meeting can be in person or by conference call to discuss any issues with and to finalize the budget to be voted on in January.
5. *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.* ¹¹
 6. If money has been budgeted, The Directors shall receive compensation in the form of mileage to all Board of Directors Meetings and other meetings and events determined essential for the completion of their duties. The Executive Director will see that compensations are received. Compensation shall be at the federally recognized rate for mileage. Also if a meal is provided for any Board meeting, the cost will be covered by VMSMA.
 7. *The Board of Directors may delegate to the Executive Director with oversight from the Treasurer and the Finance Committee, 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.*¹² **Should The Policy Book define in detail what this oversight actually entails.?**
 8. *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.*
 9. *The Board may establish reserves and invest funds in bonds or in such other property.*
 10. *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 other incidental business.*
 11. *The Board may establish, secure, own and develop patents, trademarks, trade names and copyrights.* ¹³

Producer Directors:

1. *One Director shall be elected from each District's membership to represent the Producer Membership. There shall be a total of twelve (12) to fourteen (14) producer Directors.* ¹⁴

¹¹ Article V Section 1 1.10)

¹² Article X Section 1 1.1)

¹³ Article X Section 1 1.6, 1.7, 1.8 & 1.9)

¹⁴ Article V Section 1 1.4)

2. An Alternate from each District's membership shall also be elected. *Ideally, the Alternate shall be present at all Board of Directors Meetings and can serve as a line of succession to the Director if that District's membership so desires*¹⁵. If the Director is unable to attend a meeting, the Alternate shall attend in the Director's stead and has the right to vote when representing said Director.
3. *Within the first two (2) months of each new year, the organization's members within each District shall elect a producer member in good standing as a Director to represent that District's membership at all Board of Directors meetings for a three (3) year term.*¹⁶
4. Also within this time frame, the membership shall elect an Alternate Director for a three (3) year term coinciding with that District's Director.
5. The members of each District shall be contacted by email and/or mail with instructions and a ballot for electing a Director and Alternate. A notice of this election shall be sent out one (1) month in advance of the ballot so that those wanting to serve including the existing Director may make their intentions known. Their names will appear on the ballot along with a space for any write in candidates. **This can be more specific and further defined.**
6. In order that the entire Board does not come up for election at once but is staggered, as of the date that the revised By Laws are adopted, the existing Directors should draw straws to see who will come up for election for the one, two and initial three year terms. Alternates shall be elected starting with the year after the revised By Laws are approved and shall serve for the same term as their Directors.
7. The original Board of Directors shall be staggered so that approximately one third (1/3) are elected for one (1) year, one third (1/3) for two (2) years, and one third (1/3) for three (3) years. After this all following elections shall be for three (3) year terms.
8. There will be no term limits. It is felt that terms tend to limit the pool of good people who really want to be involved. Since a vote has to be taken every three (3) years, if a District is not satisfied they can certainly put someone else up for election or an interested member can have a chance to be elected to the Board.
9. *If a vacancy occurs, the District members where the Producer Director vacancy occurred shall name that District's Alternate as a replacement to fill out the Director's remaining term and shall name another VMSMA member from within this District to serve out the term as Alternate.*¹⁷A notice will be sent out email and /or mail identifying the vacancy and also asking for anyone interested in serving as Alternate to come forward. If no one wishes to serve, the Executive Committee has the right to appoint someone to serve.
10. Directors should be provided with a list of the members within their District. They should make reports to their members on a regular basis especially when important issues are being discussed and should find out their members' views especially when considering how to vote on issues.

¹⁵ Article IV Producer Directors

¹⁶ Article IV Producer Directors

¹⁷ Article V Section 1 1.11)

Industry Directors:

1. *Six (6) to eight (8) Directors shall be selected from the Industry membership.*
2. *These Directors shall be selected by their peers (other Industry members) for a three (3) year term from the Industry membership, in good standing, within the first two (2) months of each new year.* ¹⁸
3. Until such numbers are reached within this category to warrant an election, this will remain a selection process. A notice will be sent out to all the Industry members asking for those who have an interest in serving as a Director to make their intentions known including the existing Directors. If no one or an insufficient number of individuals comes forward, the Executive Committee will have the right to appoint persons to this position. If at some time, this membership category becomes large enough to have an election of Industry Directors, they will follow a similar format for an election as the Producer Delegates. All the Industry members shall be contacted by email and/or mail with instructions and a ballot for electing a Director. A notice of this election shall be sent out one (1) month in advance of the ballot so that those wanting to serve may make their intentions known. Their names will appear on the ballot along with a space for any write in candidates.
4. If elections are called for, these Directors would also follow the staggered formula under Producers above. At present with so few willing to serve, those willing shall serve 3 year terms without term limits and a canvas will be taken every three years to make sure that others are not interested in serving.
5. If a vacancy occurs: The remaining Industry Directors shall select a replacement from within their membership in VMSMA.

Additional Directors:

1. *From within the VMSMA membership, individuals who have demonstrated a real interest and would benefit the Board and Maple Industry, up to three (3) additional Directors may be recommended to and approved by the Board of Directors annually. These Directors shall have the same privileges and voting rights as other Directors at Board meetings* ¹⁹*even though at the regular membership level, these members have no voting rights on the Board.*
2. A notice will be sent out to the membership within the first two (2) months of each new year, coinciding with the election of Directors asking if members would like to recommend a member to the Board for acceptance as an Additional Director.

¹⁸ Article V Section 1 1.5)

¹⁹ Article V Section 1 1.6)

Maple Advisor Board Members:

1. *Advisors may be recommended to and approved by the Board of Directors annually. These members shall sit on the Board in an advisory capacity only and will not have voting rights.* ²⁰

Failure of regular attendance, absence at three (3) consecutive meetings without just cause, by a Director from any category may result in dismissal by the Board. ²¹

Officers and Duties:

1. Officers shall be elected at the first full meeting of the Board after March 1st each year. After the Nominating Committee has presented a slate, they will ask for nominations from the floor. If there are none they will ask for a motion that the Secretary cast one (1) vote for the slate as presented. If there are nominations from the floor, then voting will take place by paper ballot for all offices as the slate at this point does not stand intact. Absentee voting for Board of Director members who can't attend the meeting will be difficult as they won't know ahead if anyone is nominated from the floor. They could send their vote in for the slate to the Secretary ahead of the meeting date and/or request a member be nominated from the floor and cast a vote in favor of that member along with the rest of the slate.
2. The candidates are to be selected to make up a slate from the membership of the Board of Directors through a process conducted by a Nominating Committee.
3. The Nominating Committee is made up of three (3) Directors (two Producer Directors and one Industry Director) appointed by the Board of Directors. The Committee will contact the existing officers and ask them if they are willing to continue to serve. This process also includes the member at large on the Executive Committee. If there is a vacancy, the Nominating Committee will look for an appropriate Director to fill the vacancy.
4. *The Executive Committee shall be comprised of the Officers of the corporation and one at large member elected by the Board.* ²²It has a built in natural succession providing those holding offices a way to move up. *The Executive Director serves as a non voting member of the Committee.* ²³
5. The Executive Committee shall hold bi weekly conference calls to attend to the business of the organization. The Executive Director is required to be on each call. The minutes of these calls will be supplied to the Directors as a way to keep them connected to the workings of the organization and receive

²⁰ Article V Section 1 1.7)

²¹ Article V Section 1 1.14)

²² Article V Section 2 2.6)

²³ Article V Section 2 2.6)

input on issues in between meetings. The Secretary will be supplied with the email list of Directors to facilitate this task.

6. The Officers and the member at large shall be elected by the Board annually.
7. *In the event of a vacancy of a member of the Executive Committee, the Board of Directors, at its next meeting shall vote to fill such vacancy.* ²⁴
8. There should be a balance maintained between Producer and Industry Directors on the Executive Committee. The Chair and the Vice Chair should be from either the Producer or the Industry group but should not be from the same group if serving at the same time.

The Chairperson:

1. *The Chairperson shall preside over all meetings of the members and the Board of Directors.*
2. *The Chair shall call or cause to be called all meetings of the Board of Directors except as otherwise provided for, ²⁵such as special meetings called by the membership, etc. and described under meetings.*
3. *The 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.* ²⁶

The Vice Chairperson:

1. *The Vice Chair shall perform the duties of the Chairperson when the latter is absent or otherwise unable to attend to the duties outlined above.*
2. *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.*
3. *While serving in this office, every effort shall be made to fully learn the duties and roles of the Chairperson.* ²⁷

The Secretary:

1. *The Secretary shall oversee or cause to be overseen the recording of all votes at all meetings and meeting proceedings for the Board of Directors.*
2. *Shall record all minutes and proceedings of the Executive Committee. These minutes will be emailed to the Directors .*
3. *The Secretary shall provide a draft agenda to the Executive Committee members at least one day prior to each teleconference.*
4. *Shall oversee or cause to be overseen the maintenance of custody of the corporate seal and all the corporate records and keeping of the same within the State of Vermont.* ²⁸

²⁴ Article V Section 2 2.7)

²⁵ Article V Section 2 2.1)

²⁶ Article V Section 2 2.1)

²⁷ Article V Section 2 2.2)

The Treasurer:

1. *The Treasurer and the Board of Directors shall have full access to all books, records and accounts of the corporation held by the Executive Director.*
2. *They shall employ the services of a public accountant/bookkeeper to maintain the books and accounts of the corporation.*
3. *Expense for the accounting services shall be paid from corporate funds by the Executive Director.*
4. *Shall engage the service of a public accountant to audit the books and accounts of the corporation every three (3) to five (5) years, as determined by the Board of Directors. Expenses for the audit shall be paid from corporate funds by the Treasurer.* ²⁹*The audit report shall be made available to the membership.*
5. *The Treasurer and the Executive Director 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. They shall put forth a proposed annual budget for VMSMA in early December for the following calendar year* ³⁰*to be reviewed by the Executive Committee and the Board of Directors and approved at a meeting (probably a conference call) of the Board of Directors in January.*

Member at Large on the Executive Committee:

1. This person is not an officer but has all the voting rights on the Executive Committee as the Officers.
2. This is an important position. It allows a person who would like to serve in an Officer position to sit on the Committee, participate in discussions and decisions and learn before moving into a position of responsibility.
3. This position is part of the slate presented to the Board of Directors by the Nominating Committee.

The Executive Director:

1. *The Executive Director shall oversee the receipt and payment of all the monies of the corporation under the supervision of the Treasurer and the Board of Directors.* ³¹
2. *An annual report of all business and financial matters of the corporation, including complete financial statements, shall be prepared with the Executive Director under the direction of the Treasurer, approved by the Board of Directors and distributed to the corporation's membership in advance of the annual meeting.*³²

²⁸ Article V Section 2 2.3)

²⁹ Article V Section 2 2.5)

³⁰ Article V Section 2 2.4)

³¹ Article V Section 2 2.4)

³² Article X Section 1 1.5)

3. The Executive Director and the Treasurer *shall put forth a proposed annual budget for VMSMA in December for the following calendar year to be approved by the Executive Committee and the Board of Directors.*
4. *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.* ³³
5. *Is responsible for conducting the daily business transactions of the corporation, subject to the control and supervision of the Board of Directors*³⁴.
6. The Executive Director shall give written notice (includes electronic written notice) of the time, place and purpose of the annual meeting and all other meetings to all members, ten (10) days or more in advance of that meeting.
7. *Proper books of account for the corporation shall be kept by the Executive Director and other outside individuals hired for this purpose so as to provide the basis for satisfactory accounting, reporting and auditing.* ³⁵As of this time, the services of the following named bookkeeping firm are employed: **Names and contact information for bookkeepers will be added.**
8. The Executive Director shall be responsible for the oversight of all committees.
9. Is responsible for the hiring of all staff. At present, the staff consists of a Communications Director. The Executive Director will be responsible for mapping out the duties of the Communications Director. **What other details for Ex Dir such as travel compensation, etc. should be added?**
10. The Executive Director will present at an annual evaluation by the Executive Committee a summary of accomplishments, future plans, what areas need improvement within the organization, are expectations being met from others or is help needed in particular areas. **Should a guide for these evaluations be included here?**

Newsletter: This organization shall have a quarterly newsletter. At the discretion of the Board of Directors, this can be an email and/or in print. Making sure that the newsletter gets done within the assigned time frame will be the responsibility of the Executive Director. He/she does not necessarily have to actually do the newsletter, however. **Some of the things that the newsletter should contain could be added if everyone feels that is a good idea. What would they be and where would they come from? Would there be any standard features for example, a note from the Chairperson?**

Meetings:

*The rules contained in **Robert's Rules of Order** (revised edition) shall govern all meetings and proceedings of this corporation to which they are applicable unless they are inconsistent with the By Laws or any special rules of the corporation.* ³⁶

³³ Article V Section 2 2.4

³⁴ Article V Section 2 2.4)

³⁵ Article X Section 1 1.3)

³⁶ Article VI Rules of Order

Annual Meeting:

1. *The Annual Meeting of the members of the corporation shall be held in the State of Vermont at such time and place as the Board of Directors shall select.*³⁷
2. At present the Annual Meeting is being held in July to coincide with Maplerama.
3. The Board shall select a time, place, and date for the Annual Meeting with no less than forty five (45) days written and/or electronic notice to the members.
4. A majority vote of the voting members present is required for every action approved at the meeting.
5. No proxy voting shall be allowed.
6. Thirty (30) voting members present at a properly warned meeting shall constitute a quorum for the transaction of business at an Annual Meeting.³⁸
7. Awards are usually given out at each Annual Meeting: **Descriptions of the awards, etc. along with past recipients will be added here.**

Special Meetings:

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 (4) Directors, at such time and place as shall be specified in the notice of such meeting.*
2. *Notice of any special meeting shall be given to each Director and Alternate at least ten (10) days prior to the meeting and include both the purpose for the meeting and the business to be transacted.*³⁹
3. **Would a special meeting of the membership have different criteria? Should it be mentioned separately here?**

Committees: **Should we suggest that committees meet at least 4 times per year?**

1. Appointments to standing Committees shall be the responsibility of the Executive Committee.
2. All committee appointments are for one year.
3. Any one who wishes to serve on a committee can make their choice known to the Executive Committee at any time.
4. Appointments to all committees should be balanced between producer and industry groups.
5. Each Director must serve on a committee. If they do not choose a committee they will be appointed to one by the Executive Committee.
6. **Should the Alternates also have to serve or should we just make that suggestion here?**

³⁷ Article VII Section 1 1.1)

³⁸ Article VII Section 1 1.1, 1.2, 1.3 and 1.4)

³⁹ Article VIII Section 2 2.1 and 2.2)

7. Unless stated otherwise, each committee shall choose the chair of their committee from the members present at their first meeting of each new year.

Executive Committee:

1. The committee shall consist of the Chairperson of the Board of Directors who shall chair this committee, the Vice Chairperson of the Board of Directors, Treasurer, Secretary and an Executive Committee member at large.
2. The Executive Director shall also sit on this committee as a nonvoting member.
3. *The Executive Committee shall be vested with all the powers of the Board of Directors when the Board is not in session.* ⁴⁰
4. The Executive Committee shall maintain minutes of all of its meetings and actions taken, especially those issues requiring final approval from the full Board. These minutes will be emailed to the Board of Directors after each meeting/conference call.
5. The Executive Committee shall have the right to spend up to \$1,000 without prior approval from the Board.
6. The Executive Committee will convene a meeting through a conference call every two (2) weeks to discuss and act on issues of importance to the corporation, to approve agendas for upcoming meetings and other appropriate business of the corporation. Minutes will be taken and emailed to the Directors.
7. The Executive Committee shall be responsible for holding an annual evaluation of the Executive Directors position. This will take place with the Executive Director participating in the discussion. **Criteria for these evaluations can be added here.**

Finance Committee:

1. The Treasurer of the Board of Directors shall chair this committee.
2. The committee shall be comprised of the chair and two (2) additional committee members (Board or general membership) appointed by the Executive Committee for a one (1) year term.
3. The Executive Director shall sit on this committee.
4. Duties, purposes and responsibilities include but are not limited to: *creation of an annual budget for the corporation, leadership for fundraising activity required for financial growth of the corporation.* ⁴¹
5. The Budget for the next fiscal year should be presented to the Board of Directors before their meeting in early Dec. There should be sufficient time so that the Board can look this over and ask any questions at their meeting in early Dec. This meeting could be by conference call. A conference call meeting of the Board will be called in January with the primary purpose of

⁴⁰ Article IX Section 1 1.1)

⁴¹ Article IX Section 2 2.1)

approving the budget for the new year. The Secretary shall call for and record a roll call vote.

Maple Industry Committee:

1. The committee shall be comprised of the chair and additional committee members (Board or general membership) including Advisors.
2. At least one member of the Board of Directors will sit on this Committee.
3. The Executive Committee can recommend members and advisors to this committee.
4. Advisors shall be asked to sit on this committee.
5. Tasks can be assigned this committee by the Board of Directors and/or the Executive Committee as needed.
6. Duties, purposes and responsibilities include but are not limited to: *focus on crisis management related to legislation that affects the Maple Industry, coordination with State agencies to keep attention on the needs and benefits of the Maple Industry in Vermont, and maintaining watch on legislative (State and Federal) activity related to the Maple Industry.* ⁴²

Governance Committee:

1. One board member shall chair this committee.
2. This committee shall be comprised of the chair and up to four (4) additional committee members (Board or general membership) appointed by the Executive Committee for a one (1) year term.
3. Tasks can be assigned this committee by the Board and/or the Executive Committee as needed.
4. Duties include but are not limited to: *annual review of the By Laws and Policy Book, provide recommendations for Board and committee position openings, periodic review of policies and maintenance of the Policy Book for the corporation.* ⁴³

Education and Research Committee:

1. This committee shall be comprised of the chair and additional committee members (Board or general membership) including Advisors appointed by the Executive Committee for a one (1) year term.
2. At least one member of the Board of Directors shall sit on this committee.
3. Advisors shall be asked to sit on this committee.
4. The committee shall be assigned tasks by the Board and/or the Executive Committee.
5. The duties include but are not limited to: *initiate and finance educational and research activities that affect the producers of the Maple Industry in Vermont.* ⁴⁴

⁴² Article IX Section 3 3.1)

⁴³ Article IX Section 4 4.1)

⁴⁴ Article IX Section 5 5.1)

Activities could include but are not limited to: the study of maple production and marketing, quality and yield improvement, sugarbush safety, sugarbush sustainability and health, provide educational programming to the general public and the agricultural community, promote and finance the study of maple research, provide continuing education of sugarmakers, and assist with developing classes and guest speakers for the Maple Conferences.

Marketing Committee:

1. This committee shall be comprised of the chair and up to four (4) additional committee members (Board or general membership) appointed by the Executive Committee for a one (1) year term.
2. At least one member of the Board shall sit on this committee.
3. The committee shall be assigned tasks by the Board of Directors and/or the Executive Committee as needed.
4. The Duties of the Marketing Committee shall include but are not limited to: *the responsibility for corporation activities that will increase the exposure and marketability of pure maple syrup and related products to consumers,*⁴⁵ the marketing and promotion of the Vermont maple industry and to educate the consumer about pure maple syrup and related products, provide education and marketing to consumers through a multitude of media options as well as promotional opportunities and create and maintain partnerships that will increase the exposure and marketability of pure maple syrup and related products. Find ways to fund marketing initiatives.

Membership Committee:

1. This committee shall be comprised of the chair and up to four (4) additional committee members (Board or general membership) appointed by the Executive Committee for a one (1) year term.
2. At least one member of the Board of Directors shall sit on this committee.
3. The Membership Committee shall be assigned tasks by the Board of Directors an/or the Executive Committee as needed.
4. Duties, purposes and responsibilities include but are not limited to: *periodic review and updates of membership levels, fees and benefits, and creation of programs for the recruitment of new members,* ⁴⁶expansion of benefits and resources provided to members, create a strategy for reaching producers and industry persons who are not currently members of VMSMA, and review of county/state association relationships and recommend how to leverage membership and assets.

Ad hoc Committees:

⁴⁵ Article IX Section 6 6.1)

⁴⁶ Article IX Section 7 7.1)

1. *The Board of Directors may from time to time create and charge committees to undertake specific tasks in the maintenance of the corporation.*
2. *Committee members shall be appointed by the Board of Directors and/or the Executive Committee.* ⁴⁷
3. *The Executive Committee can recommend to the Board that a committee be set up for a specific purpose.*
4. *Each such committee shall be dissolved upon the completion of its work or at the discretion of the Board.* ⁴⁸
5. **The Container Committee** would be one of these committees. It sets up and reviews contracts **other duties are needed here.**
6. **The Nominating Committee would also be included here but could be referenced to its' previous position in the document.**

Dissolution of the corporation:

*If this corporation is ever dissolved, the assets shall be distributed for one or more tax 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.*⁴⁹

Indemnification:

1. *The Corporation shall indemnify each present and future director, officer, and employee of the organization against judgment, cost, or expense which may be imposed on or reasonably incurred by such persons in connection with any claim, action, or proceeding hereinafter made in which such person may be involved by reason of being a director officer, or employee of the organization.*
2. *Such indemnity shall extend to and cover all reasonable attorney's fees and reasonable settlements and compromises, with the discretion of the Directors that such action is justified.*
3. *The indemnification above shall not be provided in the event be applicable or effective in any case in which any director, officer or employee shall be finally judged in any such action suit, or proceeding to be liable because such person had acted fraudulently or in bad faith.* ⁵⁰

How to Amend the By Laws:

1. *Notification of a proposed amendment to the by laws shall 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.*
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*

⁴⁷ Article IX Section 8 8.1)

⁴⁸ Article IX Section 8 8.1)

⁴⁹ Article X Section 1 1.10)

⁵⁰ Article XI Indemnification 1.1, 1.2 and 1.3)

to the VMSMA Secretary or his or her designee by the deadline set by the Board of Directors as shall appear on the warning. ⁵¹

Maplerama

Maplerama is an outstanding event hosted by Vermont's county maple associations. It is one of the premiere maple tours in the United States and is attended by sugarmakers from every northeast state, and many Canadian provinces. It is the responsibility of VMSMA to provide assistance to county associations as they plan and execute Maplerama.

1. The Executive Director of VMSMA will maintain the Maplerama schedule. This schedule will be an agenda item for the first VMSMA Board of Directors meeting of the new year, inquiring if the county whose turn comes up in two (2) years is willing to host the event. **Post schedule here.**
2. If a scheduled county declines and does not wish to host Maplerama, the honor will go to the next county on the list.
3. County associations will be encouraged to host Maplerama when their turn arrives. VMSMA does recognize the amount of work that goes into hosting the program and realizes this is a large commitment to a county association.
4. VMSMA will ensure that all documents: after action reviews, financial data, copies of the Maplerama book, points of contact for trade show participants and advertisers, and other important information is passed from the last county to host to the next hosting county. (This was done by UVM Extension, George Cook who is now retired).
5. VMSMA will provide seed money to the hosting county association to pay for services or deposit money to reserve venues as well as any other up front expenses that need to be covered. These funds should be considered a loan, which would be paid back to VMSMA at 0% interest if the county association profits from the event.
6. The amount of funds to be loaned would be based on VMSMA's ability to make the loan as well as the county association's need for funds. **(Loans in the past were made up to and not exceeding \$1,000.).**
7. VMSMA will assist with advertising the event by mentioning the date and location in VMSMA newsletters, on line notifications to members, and by having a link to the event from the VMSMA website to the county's Maplerama website.
8. If a county association lacks a website, VMSMA could host a section for Maplerama on the VMSMA website that could include a registration form which could be in the form of a PDF which could be downloaded and printed, along with a schedule of events list, descriptions of sugarhouse tours, and possibly a video of the tour stops.

VMSMA sponsored Maple Schools and Workshops: **This will need to be filled in with all the appropriate details.**

The VMSMA Master Events Calendar **will probably be best online somewhere on our website. A line item probably should be inserted in the Policy Book so that it will**

⁵¹ Article XII Amendments Section 1 1.1 and 12.2)

continue to be maintained. We should make sure that we have all the County Association Annual Meetings on the calendar, Fairs and Field Days along with VMSMA events that happen each year such as maple schools, etc. Place a date here for when the basic calendar should be completed for the new year. Should be updated periodically as new information becomes available. Could contain some fun facts or weather info as well. Should the Executive Director or the Executive Committee be responsible for it?

What other things are we missing in the Policy Book?

We can always add more as we go along. This is a working document. A suggestion might be to have the hard copy be in a loose leaf notebook so pages could be changed, added or replaced. We could have it on the website and easily downloaded for any member who wants a copy.

A table of contents and/or index will need to be developed.

DRAFT