

**BY-LAWS**  
**of**  
**VERMONT MAPLE SUGAR MAKERS' ASSOCIATION, INC.**

**ARTICLE I**  
**Name of the Corporation**

The name of this corporation shall be **VERMONT MAPLE SUGAR MAKERS' ASSOCIATION, INC.**, established as a nonprofit corporation pursuant to Vermont laws. The Board of Directors having full power and authority to establish the corporation's principal place of business within 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 stakeholders of the Vermont Maple Industry related to pure maple products or the value added 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 Recreation; and the Vermont Legislature.
- 1.2) To encourage the maintenance of a viable and progressive maple industry by identifying and evaluating problems and opportunities that relate to the industry. 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 and disseminating knowledge through continuing education of sugar makers.
- 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) To coordinate industry wide marketing efforts to support the Vermont Maple Brand.
- 2.2) To represent the Vermont Maple Industry in collaborative efforts to improve conditions affecting the maple industry.

- 2.3) To promote proper grading and standardization of maple products in accordance with Vermont Maple Laws.
- 2.4) To promote more efficient methods of production and marketing.
- 2.5) To encourage greater use of Vermont produced maple products within the State as well as in outside markets.

### **ARTICLE III Membership**

#### **Section 1: Types of Membership**

##### **A. Maple Producer Members**

- 1.1) For the purpose of this corporation, a maple producer shall be defined 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.
- 1.2) Membership of this type provides voting rights to those members who have paid their annual dues assessment.

##### **B. Maple Industry Members**

- 1.3) For the purpose of this corporation an industry member shall 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.
- 1.4) Membership of this type provides voting rights to those members who have paid their annual dues assessment.

##### **C. Maple Advisors**

- 1.5) For the purpose of this corporation, Maple Advisors shall be 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.
- 1.6) No voting rights are offered for members of this type and no annual dues shall be assessed.

##### **D. Members At Large**

- 1.7) For the purpose of this corporation, a member at large shall include all those members who have an active interest in the maple industry.
- 1.8) No voting rights are offered for members of this type. Annual membership dues shall be assessed.

### **ARTICLE IV Producer Directors**

Within the first two months of each new year, each Vermont District that wishes to have representation shall elect a VMSMA 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. In addition to the Director, the membership shall elect a VMSMA producer member, in good standing, as an Alternate Director for a three (3) year term, who ideally would be present at all Board of Directors Meetings and can serve as a line of succession to the Director if that District membership so desires.

**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, the Alternate from that District 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 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).
- 1.3) Directors elected from the Producer and Industry Members shall be elected for a 3 year term. Alternates from the Producer Members shall be elected for a 3 year term. Three (3) Members-at- Large may be appointed annually by the elected Board of Directors.
- 1.4) 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.
- 1.5) Six (6) to eight (8) Directors shall be selected from the Industry membership. These Directors shall be selected for a three (3) year term from the Industry membership, in good standing, within the first two months of each new year.
- 1.6) 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.

- 1.7) Advisors of Maple members (See Article III Section: 1 C) 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 shall not have voting rights.
- 1.8) 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.
- 1.9) The Board of Directors shall hold at least two (2) meetings a year to conduct the needed business of the corporation.
- 1.10) 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.
- 1.11) If a vacancy occurs within the:
  - A. Producer Directors. The District where the 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.
  - B. Maple Industry Directors. The remaining Maple Industry Directors shall select a replacement from within their membership in VMSMA.
- 1.12) Officers of the Board of Directors shall be elected at the first full meeting of the Board after March 1<sup>st</sup>. They shall be selected from the Director members of the Board through a process conducted by a Nominating Committee. This committee is appointed as an ad hoc committee by the Board. The Officers shall be elected by the Board of Directors annually.
- 1.13) At the first full meeting of the Board of Directors after March 1<sup>st</sup>, the Board may appoint up to three (3) members from the VMSMA membership as additional Directors.
- 1.14) Failure of regular attendance, absence at three (3) consecutive meetings without just cause, by a Director, may result in dismissal by 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 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.
- 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 V Section 2, 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 or cause to be overseen the recording of all votes at all meetings and meeting proceedings for the Board of Directors. Shall record all minutes and proceedings of the Executive Committee; 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.
  - 2.4) The Executive Director is responsible for conducting the daily business transactions of the corporation, subject to the control and supervision of the Board of Directors. Shall oversee the receipt and payment of all the monies of the corporation under the supervision of the Treasurer and the Board of Directors and they 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 December for the following calendar year to be approved by the Executive Committee and the Board of Directors. The Executive Director 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.
  - 2.5) 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. They shall employ the services of a public accountant/bookkeeper to maintain the books and accounts of the corporation. Expense for the accounting services shall be paid from corporate funds by the Executive Director. The Treasurer 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.
  - 2.6) The Executive Committee shall be comprised of the Officers of the Corporation and one at large member elected by the Board. The Executive Director will serve as a non voting member of the committee.
  - 2.7) 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.

## **Article VI Rules of Order**

The rules contained in Robert's Rules of Order (revised edition) shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the by-laws or any special rules of this corporation.

A Policy Book shall be kept as a working document used for the guidance and management of the corporation on a day to day basis. Any changes to the Policy Book shall be approved by the Board of Directors.

## **ARTICLE VII Annual Meeting**

### **Section 1: Annual Meeting**

- 1.1) 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. The Board of Directors 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.
- 1.2) A majority vote of the voting members present is required for every action approved at the meeting.
- 1.3) No proxy voting shall be allowed.
- 1.4) Thirty (30) voting members present at a properly warned meeting shall constitute a quorum for the transaction of business at an annual meeting.

## **ARTICLE VIII Other Meetings**

### **Section 1: Board of Directors Meetings**

- 1.1) The Directors shall hold not less than two (2) meetings during the calendar year on such days as they shall determine. Notice of the meeting 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 year.
- 1.2) 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.
- 1.3) Board members may participate in the meeting by means of conference communications allowing members full auditory participation in the meeting.

### **Section 2: Special Meetings**

- 2.1) 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.
- 2.2) Notice of any special meeting shall be given to each Director and Alternate

and/or the membership at least ten (10) days prior to the meeting and include both the purpose for the meeting and the business to be transacted.

## **ARTICLE IX Committees**

### **Section 1: Executive Committee**

- 1.1) The Executive Committee is the Officers of the corporation and shall be vested with all the powers of the Board of Directors when the Board is not in session.

### **Section 2: Finance Committee**

- 2.1) The Finance Committee shall be responsible for creation of an annual budget for the corporation, which is required for maintenance of the corporation and also leadership for fundraising activity required for growth of the corporation. Other purposes and responsibilities of the Committee shall be set forth in the VMSMA Policy Book, as adopted by the Board of Directors

### **Section 3: Maple Industry Committee**

- 3.1) The Maple Industry Committee shall be responsible for maintaining watch on legislative (State and Federal) activity that affects the maple industry, and coordination with State agencies to keep attention on the needs and benefits for the Maple Industry in Vermont. Other purposes and responsibilities of the Committee shall be set forth in the VMSMA Policy Book, as adopted by the Board of Directors.

### **Section 4: Governance Committee**

- 4.1) The Governance Committee shall be responsible for periodic review of the by-laws and policies and maintenance of the Policy Book for the corporation. Other purposes and responsibilities of the Committee shall be set forth in the VMSMA Policy Book, as adopted by the Board of Directors.

### **Section 5: Education and Research Committee**

- 5.1) The Education and Research Committee shall be responsible for initiating, promoting and financing educational and research activities that affect the producers of the Maple Industry in Vermont. Other purposes and responsibilities of the Committee shall be set forth in the VMSMA Policy Book, as adopted by the Board of Directors.

### **Section 6: Marketing Committee**

- 6.1) The Marketing Committee shall be responsible for corporation activities that will increase the exposure and marketability of pure maple syrup and related products to consumers. Other purposes and responsibilities of the Committee shall be set forth in the VMAMA Policy Book, as adopted by the Board of Directors.

### **Section 7: Membership Committee**

- 7.1) The Membership Committee shall be responsible for periodic review and updates of membership levels, fees and benefits, and creation of programs for the recruitment of new members. Other purposes and responsibilities of the Committee shall be set forth in the VMSMA Policy Book, as adopted by the Board of Directors.

**Section 8: Ad hoc Committees**

- 8.1) 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 Executive Committee and/or the Board of Directors. Each such committee shall be dissolved upon the completion of its work or at the discretion of the Board of Directors.

**The Nominating Committee** falls under this heading. This committee shall be responsible for seeking candidates and providing nominations for Officers of the Board of Directors.

**ARTICLE X  
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 Executive Director with oversight from the Treasurer and the Finance Committee.
- 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 Executive Director and other outside individuals hired for this purpose, so as to provide the basis for satisfactory accounting, reporting and auditing.
- 1.4) All accounts of the corporation shall be audited every three (3) to five (5) years by an independent certified public accountant or a licensed public accountant. The audit report shall be shared with the membership.
- 1.5) An annual report of all business and financial matters of the corporation, including complete financial statements, shall be prepared by 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.
- 1.6) 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.
- 1.7) 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.
- 1.8) 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.
- 1.9) The Board of Directors may establish, secure, own and develop patents, trademarks, trade names and copyrights.



- 1.10) 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 XI Indemnification**

- 1.1) 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 person 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.
- 1.2) Except as hereinafter provided, such indemnity shall extend to and cover all reasonable attorney's fees and reasonable settlements, compromises, wherein at the discretion of the Board of Directors such action is justified.
- 1.3) The indemnification herein above provided for, shall in no event be applicable or effective in any case in which any Director, Officer or employee shall be finally adjudged in any such action, suit, or proceeding to be liable because such person had acted fraudulently or in bad faith.

### **ARTICLE XII Amendment of By-Laws**

#### **Section 1: Amendments**

- 1.1) Notification on 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.
- 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 or his or her designee by the deadline set by the Board of Directors as shall appear on the warning.

By-Laws adopted at the annual meeting January 10, 1951

Amended and approved January 2017

Latest revision adopted and approved at the annual meeting July 18, 2019