

**BYLAWS
of the
Wisconsin Maple Syrup Producers Association, Inc.**

Article I – NAME

Section 1. The name of this organization shall be the **Wisconsin Maple Syrup Producers Association, Inc.**

Article II – Principal Offices

Section 1. The principal office and place of business of the Wisconsin Maple Syrup Producers Association, Inc. shall be the address of the Executive Director of the Wisconsin Maple Syrup Producers Association, Inc. A secondary office will be that of the acting president of the Wisconsin Maple Syrup Producers Association, Inc.

Article III – Objectives

The Wisconsin Maple Syrup Producers Association, Inc. (here after referred to as WMSPA) shall be educational and promotional in scope and nonprofit in nature. The objectives of the WMSPA shall be to advance the interest of Wisconsin maple syrup and sap producers, to support the North American Maple Syrup Council and the International Maple Syrup Institute, to develop public appreciation for the importance and welfare of maple in the economy of the state, and to educate the consumer in the integrity and many uses of pure Wisconsin maple syrup.

Mission Statement of the WMSPA is: The Wisconsin Maple Syrup Producers Association is dedicated to improving the ability of its members to produce and market the finest maple syrup in North America.

Article IV – Fiscal Year

The fiscal year of this corporation shall end on April 30.

Article V – Membership and Dues

Section 1. Any Wisconsin resident or nonresident producer of maple syrup and/or maple sap in Wisconsin may become a voting member upon payment of dues and acceptance by the Board of Directors.

- (A) A member/producer may be an individual, family (household), partnership, corporation, cooperative or other organized group, but each of the above are entitled to only one vote per paid membership.
- (B) Membership vote shall be advisory to the Board of Directors.

Section 2. Non-producers may hold associate membership in the organization upon payment of annual dues: but are not voting members. A non-producer would not be able to hold an office in the association.

Section 3. Honorary membership may be given by a majority vote of the Board of Directors at any meeting. This is a nonvoting membership. Terms of membership shall be set at time of election up to three years.

Section 4. The Honorary Life Membership is to be given by the Honorary Life Membership Committee. This is a voting membership and is for the life of the recipient(s).

Section 5. Any member who fails to pay their annual dues by the membership due date (January 15) shall cease to be a member. Membership is for a calendar year (Starting January 1). To start January 1, 2025.

Section 6. Inactive members renewing their membership after the beginning of the next membership period (January 15), shall be billed retroactive back to the beginning of that membership period in which the dues were paid. Inactive members whose membership is delinquent for a fiscal year or more will be considered a new membership. Membership dues for new members who join the WMSPA during a membership period will be prorated to the end of the membership period that they join from the beginning of the month in which they join.

Section 7. Any member/producer may be expelled or discharged for just cause by a majority vote of the Board of Directors at any regular meeting if a written notice is mailed to the member thirty days before the meeting stating the reason for the proposed expulsion. No membership refund will be provided if expelled or discharged. Reference Policy 1-10

Section 8. All rights of a member/producer cease upon termination of membership.

Article VI – Districts

Section 1. **Number** The Board of Directors shall annually divide the area of Wisconsin into not more than fifteen districts that will provide convenient locations for district membership meetings.

Section 2. **Election of Delegates** Three delegates shall represent each district, serving staggered three-year terms. These delegates shall comprise the Board of Directors.

Article VII – Meetings

Section 1. There will be an annual and semi-annual meeting of the entire membership.

Section 2. Annual Meeting The annual meeting of the WMSPA shall be held within 30 days of the fiscal year end (April 30).

Section 3. **Semi-Annual Meeting** The semi-annual meeting shall be held no later than the end of the calendar year.

Section 4. **The Board of Directors** The Board of Directors shall hold no less than one meeting each fiscal year in addition to the annual and semi-annual meetings.

Section 5. **Meeting Notice** The meeting notice shall be sent not less than seven nor more than thirty days before each meeting, written notice of the time and place of the meeting shall be given to the members personally, by mail, or electronically to their last known address as shown by the WMSPA records.

Section 6. **Special Meetings**

- (A) The president may call a special meeting of the executive committee consisting of the most recent past president, president, vice president, secretary, treasure and advisor if necessary.
- (B) The president may call a special meeting of the WMSPA upon giving notice to the members in the manner herein described for a meeting. The notice shall also specify the purpose of the special meeting.
- (C) Upon written demand signed by at least twenty percent of the members, the president shall call a special meeting for the purpose to which the demand relates, in the manner herein described.
- (D) The president with the advice of the Board of Directors may designate an open or closed session. The open session shall be open to the public. The closed session shall be attended only by the Board of Directors.

Section 7. **Order of Business**

- (A) Call to order
- (B) Directors roll call
- (C) Reading of the minutes of the last annual and intervening meetings
- (D) Treasure's report
- (E) Executive Director's Report
- (F) Old Business
- (G) New Business

(H) Adjournment

Article VIII – Board of Directors

Section 1. Membership The elected or designated delegates at a meeting shall constitute the Board of Directors. In addition, a special position called an alternate will be elected by the membership and may serve only if the delegate and their proxy is absent.

- (A) A proxy is the person authorized to act in place of the delegate when absent.
- (B) The proxy has the rights and privileges of the delegate replaced.

Section 2. Ex Officio Directors Representative from the Wisconsin Department of Agriculture, Trade and Consumer Protection, the University of Wisconsin, the Department of Natural Resources, or others may be ex officio members of the Board of Directors. They shall serve without compensation and have no voting rights.

Section 3. Quorum A Quorum at a meeting shall be the majority of elected delegates or their designee. Delegate must be visual and have verbal/physical communication to be considered present.

Section 4. Voting Each district is entitled to three votes on each question. The delegate or proxy must be present to vote. Delegate must be visual and have verbal/physical communication to be considered present.

Section 5. Vacancies Vacancies occurring on the Board of Directors, except any caused by removal by the members, may be filled by the remaining directors until the next election.

Section 6. Meetings

- (A) The Board of Directors shall meet immediately following the annual and semi-annual meeting to ratify or reject votes taken by general membership.
- (B) The directors shall elect their officers and delegates to the North American Maple Syrup Council and the International Maple Syrup Institute subsequent to the annual meeting.
- (C) Notice need not be given of the annual or semi-annual meeting of directors if it is held immediately after the annual or semi-annual meeting of members. Notice of all other directors' meetings shall be given to each director; or a meeting may be held on written waiver of notice signed by all the directors.

Section 7. Compensation The directors shall receive no compensation for directors' meetings or committee meetings. Mileage of the current year's IRS rate may be paid to directors/officers doing official business for the WMSPA, subject to approval of the Executive

Committee.

Section 8. Officers The directors, at their annual meeting, shall elect from their number a president and a vice president. They shall also elect a secretary and a treasurer or secretary-treasurer, who may or may not be a director, but shall be a member. Whenever the Board of Directors so orders, the offices of secretary and treasurer may be held by the same person. Together with the immediate past president, the above listed officers shall comprise the executive committee.

- (A) Beginning with elections in the year 2000 the office of president and vice president may be elected for one term of two years, elected in even number years. At the termination of their first term, the vice president and/or president may be re-elected for another two-year consecutive term. Until that time, the office of president and vice president shall be for one term of two years, elected in even number years. The vice president shall ascend to the office of president. The term of office of the secretary and treasurer or secretary-treasurer shall be for two years and may be re-elected for successive terms. Elections for the secretary and treasurer or secretary-treasurer shall be held in odd numbered years.
- (B) The principal duties of the president shall be to preside at all meetings of the general membership or the Board of Directors; supervise the affairs of the WMSPA; and appoint committees as needed. President shall sign all certificates of stock and all contracts and other instruments, unless delegated to the Executive Director by the Executive Committee.
- (C) The principal duties of the vice president shall be to discharge the duties of the president in the event of the absence or disability of the latter.
- (D) The principal duties of the secretary shall be to keep a true and accurate record of the proceedings of all meetings of the members and the Board of Directors; to countersign and affix the seal of the WMSPA to all papers and documents requiring such action; and to systematically and safely keep such book, papers, records and document pertaining to the business of the WMSPA as may be assigned to them by the Board of Directors.
- (E) The principal duties of the treasurer shall be to have custody of the corporate funds and securities; to keep full and accurate accounts of receipts and disbursements in WMSPA book and records; to disburse the funds of the WMSPA as may be ordered by the Board of Directors; taking and retaining proper vouchers for all disbursements; to render, as may be required, true accounts of all financial transactions of the WMSPA and accurate statements of the financial condition of the WMSPA. It is requested that the outgoing treasurer advise the incoming treasurer as needed.
- (F) The Board of Directors may provide for such other officers as they deem necessary for the best interests of the WMSPA. The officers shall perform such additional duties as shall from time to time be required by the Board of Directors or as may be prescribed by the bylaws. The Board of Directors may authorize any officer or agent of the WMSPA to perform the stated duties of any officer unless prohibited by law.

- (G) Any officer can be removed at any time for cause by three-fourths vote of the all the directors.
- (H) **Executive Director** A person may be hired to conduct and coordinate the activities of the WMSPA. The title of this person is to be executive director. The executive committee is responsible for the hiring and firing of the executive director.
- (I) **Conflict** to Interest Not more than one immediate family member shall serve as an officer of eth WMSPA at the same time.

Section 9. Bonds The Board of Directors may require every officer, manager and employee to whom funds, or other property of the corporation are entrusted, who is empowered to disburse or authorize the disbursement of its fund, or is charged with making or keeping its records, to furnish at corporation expense bond in such amount as the directors shall determine. The Treasure and Executive Director shall always be bonded. Amount of bond to be reviewed annually by executive committee.

Section 10. Insurance The directors may provide for the adequate insurance of the property of the corporation and property in its possession, or stored by it, and not otherwise adequately insured, and for adequate insurance covering liability to employees and the public.

Article IX - Capital Structure

Section 1. The annual dues shall be set by the Board of Directors at the last directors' meeting of each fiscal year for the coming year.

Section 2. Special assessment may be levied by the Board of Directors to be paid by all or certain members at any meetings.

Section 3. All Dues and assessments levied and collected shall be income to the WMSPA.

Article X – Audits

At the close of each fiscal year and at such times as the Board of Directors shall determine the books and accounts of the corporation shall be carefully examined by a public accounting firm or a committee from the Board of Directors as names by president.

Article XI – Amendment of Bylaws

By a vote of two-thirds of the members voting, the bylaws may be enacted or amended or repealed at any regular meeting or at any special meeting of the WMSPA members called for that purpose. The Board of Directors are authorized to adopt or amend the bylaws. Bylaws amended by directors shall be reported at the next regular member meeting.

Article XII - Committees

The president shall appoint committees as may be needed in the opinion of the Board of Directors. Members shall be notified of their appointment by the secretary. Committees have only the authority as authorized by the Board of Directors and as charged by the president.

- (A) A nominating committee shall consist of the past president, as chair, at least two directors, and other members as needed for a total of at least three people per committee. The president appoints the nominating committee.
- (B) The Maple Producer of the Year committee shall be appointed by the president and shall consist of up to five current holders of the syrup maker of the year award which are WMSPA members. The president shall appoint the chairperson of this committee. One ex officio advisor shall be a nonvoting member of this committee.
- (C) The Honorary Life Membership Committee shall be appointed by the president and shall consist of at least three WMSPA members. The chairman of this committee shall also be appointed by the president.

Article XIII – Wisconsin Maple Promotion Board

A maple promotion board shall be a function of the Board of Directors, appointed by the president with the vice president as its permanent chair. The board of Directors has the authority to establish voluntary assessments for the promotion board.

Article XIV – Newsletter

The Board of Directors shall select an editor when required to publish a newsletter. The Board of Directors shall authorize expenditure as deemed necessary for publishing and editing said newsletter.

Article XV – Webmaster

The Board of Directors shall select a webmaster when required to maintain the WMSPA website. The Board of Directors shall authorize expenditures as deemed necessary for maintaining the website.

Article XVI – NAMSC Delegate

The Board of Directors shall select the delegate and the alternate to the North American Maple Syrup Council for a period of four years. A second alternate position shall be established and filled, if needed, so that a member can hold an office in the North American Maple Syrup Council.

Article XVII – IMSI Delegate

The Board of Directors shall appoint a delegate and alternate to the International Maple Syrup Institute for a four-year term, with the option of another term.

Steven Anderson, President

Brenda Hansen, Vice President

Miriam Durkey, Treasurer

Margo Wagner, Secretary

Original bylaws were amended by membership on May 22, 1973

Amended December 1, 1993

Amended December 7, 1995

Amended May 3, 1997

Amended November 20, 2012

Amended May 2, 2015

Amended November, 11 2023