

Addison County Maple Sugarmakers Association

By-Laws Approved 08/26/2023

Name:

The name shall be **Addison County Maple Sugarmakers Association.**

1. Definitions
 - a. Addison County Maple Sugarmakers Association shall hereinafter be referred to as ACMSA.
 - b. Vermont Sugar Makers Association shall hereinafter be referred to as VMSMA.
 - c. Meeting warning shall constitute either or both electronic (email) and physical (mail) correspondence.
 - d. Active membership refers to **Paid** membership.
2. Membership
 - a. Shall be residents of Addison County, Vermont and/or adjacent counties.
 - b. Shall be granted per family/operation at the discretion of the Secretary.
 - c. Shall be limited to one vote per paid membership.
 - d. Shall pay annual dues as outlined in Article 7. Failure to do so shall result in revocation of membership.
 - e. Shall constitute one calendar year (January 1 – December 31).
 - f. A quorum shall consist of **ten percent (10%) of the current active membership.**
3. Purposes
 - a. To adopt and carry out the policy and rules to qualify as a non-profit organization include the **use of volunteer labor and officers to serve without compensation.**
 - b. To own and/or rent or lease real estate and equipment to conduct exhibits and sales of maple products.
 - c. To disseminate information to members and the public and to represent ACMSA at any maple-related project(s).
 - d. To engage in any activity in connection with the producing, purchasing, marketing, preserving, harvesting, processing, manufacturing, packing, grading, storing, or utilization of pure maple products or the manufacturing or marketing of the by-products thereof; and any activity in connection with the purchase, hiring or use by members of supplies, machinery or equipment in financing any of the before mentioned activity. (Accepted from VMSMA)
 - e. To promote the maple industry throughout the area, state, nation, and world.
 - f. To support and cooperate in maple research.
 - g. To make available the practices, research, updated information, trends, etc. to the membership and others interested in the industry.
 - h. To recognize the achievements of those within the maple industry wherever they are identified.
 - i. To cooperate and coordinate with other state and area agencies and organizations including but not limited to 4-H, University of Vermont Extension Service and VMSMA.
 - j. To promote the benefits and satisfaction of maple production to the industry so that it may be perpetuated.
4. Board of Directors
 - a. The Board of Directors shall consist of **ten (10)** members, being **six (6)** elected At Large Directors, President, Vice-President, Secretary, and Treasurer.
 - b. The Board of Directors shall serve as the governing body of ACMSA, transact the business of ACMSA, and encourage promotion of the Maple Industry.
 - c. Any ACMSA member shall be eligible to serve as a director.
 - d. A quorum shall consist of **five (5)** elected directors.
 - e. The term shall take effect at the conclusion of the annual meeting and terminate at the conclusion of the annual meeting after the prescribed number of years.
 - f. Positions
 - i. President
 1. Shall serve a one (1)-year term.
 2. Shall preside over the annual meeting and any special meetings.

Addison County Maple Sugarmakers Association

By-Laws

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3. Shall preside over the Board of Directors.
 4. Shall name all committees to facilitate the direction and function of ACMSA.
 5. Shall secure the services of a competent person, or committee, whose function shall be to review the books of ACMSA at the request of a majority of the Board of Directors.
 6. Shall be rendered without a vote in matters voted on by the Board of Directors except in the case of a tie vote.
 7. Shall assume the responsibilities of vice president in the event of a vacancy until such time that vice president returns, or the position is filled by appointment or election.
 8. Shall serve without compensation as outlined in Article 3, Section a.
- ii. Vice-President
1. Shall serve a one (1)-year term.
 2. Shall assist the president as requested.
 3. Shall assume the authority of the president in the event of absence or vacancy until such time that the president returns, or the position is filled by appointment or election.
 4. Shall preside over the Nomination Committee
 5. Shall assume the responsibilities of secretary in the event of a vacancy until such time that the secretary returns, or the position is filled by appointment or election.
 6. Shall serve without compensation as outlined in Article 3, Section a.
- iii. Treasurer
1. Shall serve a one (1)-year term.
 2. Shall collect membership dues and report membership status to the secretary.
 3. Shall keep a running account of all expenditures and revenues to accomplish good accountability.
 4. Shall make payment of all bills rendered on proper authority of the president or their designee.
 5. Shall close all books on December 31 and shall have said books ready for the review at least ten (10) days prior to the annual meeting.
 6. Shall serve without compensation as outlined in Article 3, Section.
- iv. Secretary
1. Shall serve a one (1)-year term.
 2. Shall keep a record of the proceedings of all meetings as provided by the by-laws, Article 8, Section a.
 3. Shall maintain and keep current the list of membership.
 4. Shall distribute notice(s) of all meetings as prescribed in the by-laws.
 5. Shall have custody and maintain, with the help of the Board of Directors, all books, ledgers, papers, and records of ACMSA.
 6. Shall produce the annual report as prescribed in the by-laws, Article 8, Section b.
 7. Shall assume the responsibilities of treasurer in the event of a vacancy until such time that the treasurer returns, or the position is filled by appointment or election.
 8. Shall serve without compensation as outlined in Article 3 Section a.
- v. At Large Director (6 positions)
1. Shall serve a three (3)-year term.
 2. Shall be elected in a number not to exceed two (2) per year except in the case of vacancy (Article 4, Section h) or resignation (Article 4, Section i).
 3. Shall, if requested by the majority of directors, review the books independent of the presidential appointment and submit written approval or disapproval to the president.
- vi. State Director
1. One (1) director and two (2) alternates (County Representatives') to VMSMA presented at the annual meeting for approval by VMSMA Executive Director.
- g. Election of the Board of Directors

Addison County Maple Sugarmakers Association

By-Laws

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- i. Policies
 1. The election shall occur at the annual meeting.
 2. The order of elected positions, as stated in Article 4, Section g, Subsection ii, Subsection 1, may be altered by a majority vote of the membership present at the annual meeting.
 3. The president shall preside over elections. If the president desires to run for office, they shall designate the vice president to preside over the election of that office.
 4. Members shall be allowed to run for as many offices as they choose but shall only be allowed to hold one office.
 - ii. Procedure
 1. The election shall occur in the following order: President, Vice President, Treasurer, Secretary, At Large Director(s).
 2. The proposed officer from the Nomination Committee shall be presented for the current position.
 3. The presider shall open the floor for additional nominations for the current position.
 4. Nominees shall be given the opportunity to decline their nomination for any reason.
 5. Nominees accepting of their nomination shall be considered candidates.
 6. The presider shall remind those present that one vote will be accepted per membership.
 7. Voting shall be conducted for the current position.
 8. Upon completion of a vote and no dispute, the next position shall be considered.
 9. If a slate for all positions is submitted for vote by the nominating committee and no additional nominations are presented a single vote on the complete slate may be taken.
 - iii. Voting
 1. Voting may only occur if quorum, of membership present, as defined in Article 2, is met.
 2. Candidates receiving greater than fifty percent (50%) of the membership present shall be considered the victor.
 - h. Vacancies
 - i. Vacancies shall be filled by appointment of the Board of Directors until the subsequent annual meeting.
 - ii. At the annual meeting, the vacant position shall be put up for election to complete the remainder of the vacant term, if appropriate.
 - i. Resignation of Directors
 - i. Upon resignation of a director, an interim director shall be appointed by the president to be approved by a majority vote of the Board of Directors.
 - ii. Interim director shall serve until the subsequent annual meeting.
 - iii. Upon resignation of the president, the highest-ranking member of the Board of Directors as determined by the election order in Article 4, Section g, Subsection ii, Subsection 1 shall become the acting-president.
 - iv. At the annual meeting, the vacant position shall be put up for election to complete the remainder of the vacant term, if appropriate.
 - j. Compensation
 - i. **There is No compensation available for any office or directorship held in the ACMSA organization. As stated in Article 3, Section a.**
5. Committees
- a. Nomination Committee
 - i. Shall be tasked with identifying candidates for all eligible positions and submitting a slate of proposed candidates to the president to be acted upon at the annual meeting.
 - ii. Shall be appointed by the president.
 - iii. Shall be activated annually during the month prior to the month of the annual meeting.
 - iv. Shall be presided over by the vice president.
 - v. Shall consist of at least three (3) members.

Addison County Maple Sugarmakers Association

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- b. Ad-Hoc Committees
 - i. Shall be formulated and tasked at the discretion of the president.
 - ii. Shall be dissolved upon completion of tasking.
6. Meetings
 - a. Annual Meeting
 - i. Shall be held within the months of **May, June or July. (May be amended at Annual Meetings)**
 - ii. Shall be warned at least **ten (10)** days prior to the scheduled meeting date to the full membership. As stated in Article 1, Section c.
 - iii. Shall be open to all persons who exhibit an interest in maple production, processing and sale of maple products and equipment.
 - iv. Shall include but not be limited to the business of electing the eligible director positions and setting membership dues.
 - b. Special Meetings
 - i. May be held at any time. Meetings shall be warned at least **ten (10) days prior** to a scheduled meeting date to the full membership.
 - ii. Only the business stated in the warned agenda accompanying the meeting notice may be acted upon.
 - c. Directors' Meetings
 - i. Shall be held quarterly and at the request of the president or the majority of directors.
 - ii. Shall be open to the membership of ACMSA and invited guests of the Board of Directors.
 - iii. May be restricted to include only the Board of Directors at the request of the majority of directors.
 - iv. Shall be warned at least **Three (3) days** ahead of the scheduled meeting date.
7. Dues
 - a. Shall be set annually by the Board of Directors and approved by majority of the membership at the annual meeting.
 - b. Shall be payable prior to or at the annual meeting in order to enjoy the benefits of ACMSA.
8. Records
 - a. Meeting Minutes
 - i. Shall be taken at all meetings by the secretary or their designee.
 - ii. Shall include a summary of all discussion and record of all decisions and voting at that meeting
 - iii. Shall be archived with ACMSA records for access as requested.
 - b. Annual Report
 - i. Shall be available to the full membership at the annual meeting.
 - ii. Shall be prepared by the Secretary and Treasurer.
 - iii. Shall include all business deemed worth presenting including but not limited to the elements outlined in Appendix A.
 - iv. Shall be archived with ACMSA records for access as requested.
9. Amendments
 - a. Any of these by-laws may be changed or amended by a majority vote of the membership present at the annual meeting or a special meeting called for the purpose.
 - b. All changes or amendments shall be duly warned, at least **(10) days** prior to the meeting.
 - c. These by-laws shall be reviewed and amended as appropriate, and filed with the Vermont Secretary of State's Office.

APPENDIX A

- Board of Directors list
- Year in Review Statistics
- Balance sheet of all accounts for the preceding year
- Annual balance sheet of ACMSA Field Days activities for the preceding year
- Summary of ACMSA Field Days activities for the preceding year