

BYLAWS  
OF THE CORPORATION OF  
**MINNESOTA MAPLE SYRUP PRODUCERS  
ASSOCIATION, INC.**

ARTICLE I (MEMBERSHIP)

- Section 1. Members shall be persons interested in maple or firms engaged in any phase of producing, processing and/or marketing maple syrup.
- Section 2. Application for membership must be accompanied with one year's dues. Annual dues shall be paid prior to or at the annual meeting. Members whose dues are not paid by the end of the annual meeting shall cease to be members. Annual dues for the coming year may be revised by the Board of Directors with the approval of the membership at any annual or special meeting.
- Section 3. A "second member" voting membership class is available to individuals closely affiliated with, or involved in, the operations of a primary member. Annual dues for the second member are 20% of the dues applicable to the primary member. All notices mailing and other official correspondence will be sent only to the primary member. (i.e. One per primary/second member combination.) A primary and second member shall not serve on the board of directors simultaneously.
- Section 4. Associate or honorary membership without voting rights may be accorded by a majority vote of the directors or members at any regular meeting.
- Section 5. A member may terminate his or her membership in the corporation at any time upon written notice to the Secretary.

ARTICLE II (BOARD OF DIRECTORS)

- Section 1. The direction and management of the affairs of the corporation shall be vested in a Board of Directors consisting of not more than twelve voting members and two non-voting members selected in the following manner:
- a. Nine members to be elected by the membership at the annual meeting of the corporation, three for a term of one year, three for the term of two years and three for a term of three years; and thereafter, three to be elected for a term of three years at each annual meeting.
  - b. To the extent practical, the board of directors shall be comprised of members representing diverse geographic syrup production areas within the state of Minnesota.
- Section 2. The elected directors may appoint ex-officio (nonvoting) directors representing units of state government, universities or other sources of outside expertise. If appointed, such ex-officio directors shall serve without compensation

### ARTICLE III (ELECTIONS)

- Section 1. Prior to the business session of the annual meeting of the corporation, the President shall appoint a nominating committee of three members which shall present to the business session of the annual meeting nominations for directors, one or more names for each director to be elected. The presiding officer shall then call for additional nominations from the floor. Election shall be by ballot. Each member of the corporation shall have one vote. In case of a tie vote, the candidate receiving a majority of votes on subsequent ballot or ballots shall be declared elected.
- Section 2. Vacancies occasioned by death, resignation, or otherwise, shall be filled by 2/3 vote of the Board of Directors and such person selected shall serve for the unexpired term.

### ARTICLE IV (OFFICERS)

- Section 1. The officers of the corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. They shall be elected by and from within the Board of Directors at the directors meeting following the annual meeting of the Corporation. Their term of office shall be for one year, or until their successors are elected and duly qualified.
- Section 2. The officers of the corporation shall constitute the Executive Committee of the corporation.

### ARTICLE V (DUTIES OF OFFICERS)

- Section 1. (President) The President shall:
- a. Preside over all meetings of the corporation and of the directors.
  - b. Sign as President, with the Secretary, all legal papers of the corporation.
- Section 2. (Vice-President) In the absence or disability of the President, the Vice-President shall preside and perform the duties of the President and shall perform such other duties as the Board of Directors shall prescribe.
- Section 3. (Secretary) The Secretary shall:
- a. Keep a complete record of the meetings of the corporation and of the Board of Directors.
  - b. Submit to the annual meeting of the members a complete and detailed report of the current year's business.
  - c. Serve all notices required by law or indicated in the Articles of Incorporation and Bylaws.
  - d. Perform such other duties as may be required by the corporation or the Board of Directors.
- Section 4. (Treasurer) The Treasurer shall:
- a. Receive and disburse all funds of the corporation.

- b. Keep a complete record of all financial transactions of the corporation and perform such other duties pertaining to the office as may be required by the Board of Directors.
- c. Receive and process all correspondence pertaining to financial matters of the corporation.
- d. Prepare a Treasurer's Report for the annual meeting.
- e. The President shall appoint three members of the Board of Directors to audit the annual Treasurer's report prior to the annual meeting.

#### ARTICLE VI (MEETINGS)

- Section 1. (Annual) The annual meeting of the corporation shall be called by the President as provided in the Articles of Incorporation.
- Section 2. The annual meeting of the Board of Directors shall be held as soon as convenient after the annual meeting of the corporation, at such time and place as may be designated by the President.
- Section 3. (Special Meeting) The President shall call a special meeting of members to be called upon a written request of at least twenty (20) percent of the members, or upon a majority vote of the Board of Directors. No business shall be considered at a special meeting except that which is mentioned in the notice of the meeting.
- Section 4. (Notice of Meeting) Notice shall be given by the Secretary of all annual and special meetings by mailing a notice thereof to each member at his/her last known address not less than ten (10) days before the date of the proposed meeting.
- Section 5. (Quorum) At any annual or special meeting of the members, a quorum necessary for the transaction of business shall be at least twenty-five (25) percent of the total membership, or 20 members, which ever is the smaller number.
- Section 6. (Director's Meetings) Meetings of the Board of Directors shall be called by the President or by a majority of the board. Each board member shall be duly notified of all such meetings. A majority of the directors shall constitute a quorum at all meetings of the Board, and majority vote of the directors present shall decide all questions.

#### ARTICLE VII (FISCAL YEAR)

- Section 1. The fiscal year of this corporation shall end on the date of the annual meeting.

## ARTICLE VIII (NAMSC DELEGATE)

- Section 1. Annually the Board of Directors shall elect a delegate and an alternate from among the members of the corporation to attend the annual meeting of the North American Maple Syrup Council (NAMSC). The term shall coincide with the tenure of NAMSC offices and shall be extended to permit state delegates to fill the term of NAMSC offices when elected.

## ARTICLE IX (COMMITTEES)

- Section 1. (Standing Committees) The Board of Directors shall appoint such standing committees and other special committees as they consider necessary and desirable, or which are requested and voted upon by members of the corporation at a membership meeting.
- Section 2. At least one member of the Board of Directors shall serve on each of the standing committees which are appointed.

## ARTICLE X (APPLICATION OF FUNDS)

- Section 1. This corporation shall never operate for profit to its members. Funds which are accumulated shall only be applied in furthering the purpose of the corporation as set forth in Article II of the Articles of Incorporation.

## ARTICLE XI (AMENDMENTS)

- Section 1. These bylaws may be adopted, amended, and in whole repealed or in part repealed at any annual or special meeting of the members if the intention to amend has been announced in the notice the meeting; provided there is a quorum and that a majority of the members present and voting at such meeting shall vote for such amendments

*(Approved by the MMSPA Membership on October 8, 2005)*