

CONSTITUTION & BY-LAWS

FOR

THE NEW HAMPSHIRE MAPLE PRODUCERS ASSOCIATION, INC.

ARTICLE I

NAME

The name of this organization shall be: "New Hampshire Maple Producers Association, Inc."

ARTICLE II

OBJECTIVES

The objectives of this organization shall be:

1. To encourage greater use of New Hampshire maple products through development of advertising and publicity programs.
2. To perfect an organization that speaks with authority and reliability to the interests of member New Hampshire maple products producers.
3. To represent the association in national and regional organizations designed to improve conditions affecting the maple industry.
4. To encourage the production of New Hampshire maple products that meet the standards of quality established by law and tradition.
5. To work with the New Hampshire Experiment Station, Cooperative Extension Service, Department of Agriculture, Department of Resources and Economic Development and other organizations in developing a progressive program for the New Hampshire maple industry.
6. To provide members access to maple product containers with the distinctive logo of the organization.
7. To encourage the expansion and development of the New Hampshire maple industry by mentoring and nurturing existing and future producers.

ARTICLE III

PROGRAM OF WORK

The objectives of this organization shall be effected by the Board of Directors through the adoption and promotion of a detailed program of work. It shall be formulated and carried out by members of the organization with the assistance of their agents and any non member specialists or experts as may be needed.

ARTICLE IV

MEMBERSHIP

Membership in this organization shall consist of New Hampshire maple producers and others interested in the industry.

ARTICLE V

DUES

The annual membership dues to the New Hampshire Maple Producers Association, Inc. shall be proposed by the Board of Directors and approved by a majority of those members present at the annual meeting. Annual membership dues are due January 1st and members shall be considered delinquent after January 31st. Delinquent members shall lose the privilege of using the Association logo and all other privileges of membership.

ARTICLE VI

OFFICERS

The Executive Officers of this organization shall consist of a President, Vice President, Secretary and Treasurer. They shall be elected by and from the current Board of Directors at a meeting within the seven days following the annual meeting, and serve for the period of two years or until their successors shall be elected. The President and Vice President shall be elected one year and the Secretary and Treasurer shall be elected the off year. Only Board of Directors members who are maple producers and in good standing may serve as executive officers.

ARTICLE VII

BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of ten members who shall be elected for two-year terms with five members being elected annually. Unexpired terms of any director shall be filled at the annual meeting. The Board of Directors may fill any vacancies that occur in its number until action by the members at the next annual meeting.

Section 2: The outgoing President may be retained by consent of the Board of Directors to hold an honorary, non-voting Director's position until relieved, in order to extend valued information and council to the Board of Directors.

ARTICLE VIII

DUTIES OF OFFICERS AND DIRECTORS

Section 1: President – The President shall perform such duties as usually pertain to the office of President; shall appoint standing committees, shall fill vacancies as may occur in any committee, shall appoint delegates to the North American Maple Syrup Council (NAMSC) and the International Maple Syrup Institute (IMSI), shall preside at all annual and special meetings of the members and of the Board of Directors, may call special meetings of the members of the organization or any of the committees whenever he or she deems it advisable, on the application in writing of any twenty five members of the organization he or she shall call special meetings of the members of the Organization, and may appoint special committees provided such work cannot be handled by the regularly constituted committees. The President may move and second any motion but shall only cast a vote in the event of a tie.

Section 2: Vice President - The Vice President shall perform the duties of the President in case of his or her absence or disability.

Section 3: Secretary - The Secretary shall perform such duties as usually pertain to the office of Secretary, and shall keep a record of all meetings and transactions of this organization.

Section 4: Treasurer - The Treasurer shall have charge of all funds of this organization, shall deposit them in such bank as the Board of Directors shall direct, shall draw all checks and vouchers for the disbursement of funds of this organization, and shall make reports and give bond as the Board of Directors may direct. The cost of this bond shall be paid by the organization.

Section 5: Board of Directors - The Board of Directors shall have the power to raise and expend all funds of this organization to collect all monies due, have control of expenses, set the price of all items offered for sale by the Association, present a budget to the members present at the annual meeting, determine the operating policies and to transact all other business of this organization, and to perform such other functions as are necessary. It shall annually consider the recommendations of the members and develop, adopt, and promote an associate program of work.

Section 6: Executive Committee - The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer and shall have the power to act in the absence of the Board of Directors.

All officers, except the Secretary and Treasurer, shall serve without compensation except that expenses incurred in the business of the organization shall be paid upon approval of the Board of Directors.

ARTICLE IX

STANDING COMMITTEES

The following are standing committees of the Association:

1. Budget, Finance and Audit
2. Container
3. Education & Mentoring
4. Promotion
5. Sales & Fairs

The Board of Directors will be represented on each committee.

ARTICLE X

MEETINGS

At least two meetings of the Association will be held each year. The annual meeting will be held in January and the date of the summer meeting will be set by the Board of Directors. The members present at any regularly called meetings will constitute a quorum. A majority of votes cast will constitute an election or approval of a motion. The Secretary will notify all members at least ten days prior to the annual and summer meetings.

ARTICLE XI

INDEMNIFICATION

The liability of directors of the Association shall be limited in accordance with RSA 508:16. Members, officers and directors of the Association, acting for or on the behalf of the Association, in accordance with RSA 508:17, shall be deemed to be a volunteer(s) immune from liability in accordance with said statute. The Association shall indemnify and hold harmless any member or director from any liability or financial loss arising out of any claim, demand, suit or judgement by reason of negligence or other act resulting in accidental injury or property damage if the indemnified person at the time of the accident resulting in the injury or damage, was acting in good faith within the scope of the Association and shall not be liable to the Association or its members or shareholders for monetary damages for breach of their fiduciary duties to the fullest extent provided by the NH RSA Chapter 292:2, V-a.

ARTICLE XII

POWER TO BORROW MONEY

The Board of Directors shall have full power to borrow money whenever, in the discretion of the Board, the exercise of said power is required in the general interest of the Association. In such case, the Board may authorize the proper officers to make, execute, and deliver in the name and on behalf of the Association such notes, bonds, and other evidence of indebtedness as the Board deems proper. The Board may mortgage the property of the association or any portion thereof as security for such indebtedness and no action on the part of the membership of the Association shall be required to validate any such note, bond, and evidence of indebtedness or mortgage.

ARTICLE XIII

CONFLICT OF INTEREST

Any possible conflict of interest on the part of any member of the Board of Directors, officer or employee of the Association, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the board. Where the transaction involving a director, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made part of this policy.

Article XIV

PROVISION FOR DISSOLUTION

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose.

JANUARY 1994; REVISED JANUARY 2005; REVISED JANUARY 2015; REVISED JANUARY 2017