

# BYLAWS OF THE CORPORATION OF **KENTUCKY MAPLE SYRUP ASSOCIATION, INC.**

## **ARTICLE I ORGANIZATION**

The name of this corporation shall be **KENTUCKY MAPLE SYRUP ASSOCIATION, INC.**, which shall be referred to as **KMSA** herein this document. The association shall be formed as a non-profit entity. The initial office of the corporation shall be 478 Extension Dr, Whitesburg, KY 41858.

## **ARTICLE II PURPOSES AND OBJECTIVES OF THE CORPORATION**

### Section 1. Purposes

1. To promote better understanding and close cooperation among all elements of the Kentucky maple industry related to pure maple products or the by-products thereof, including but not limited to: producers; processors; retailers; equipment manufacturers; the University of Kentucky College of Agriculture, Food and Environment; the Kentucky Department of Agriculture; the Kentucky Division of Forestry; the Kentucky Legislature; and other universities and organizations in developing a progressive program for the Kentucky maple industry.

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2. To encourage the maintenance of a viable and progressive maple industry by identifying and studying problems and issues that relate to the industry and to set in motion actions to resolve these problems and issues. 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; disseminating the current and new knowledge through continuing education of sugarmakers.

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.

### Section 2. Objectives

1. To encourage greater use of Kentucky 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 Kentucky maple product producers.
3. To represent the association in national and regional organizations designed to improve conditions affecting the maple industry.
4. To encourage and promote the production, proper grading and standardization of Kentucky maple products that meet the standards of quality established by law and tradition.
5. To work with the Kentucky Department of Agriculture, University of Kentucky College of Agriculture, Food and Environment Cooperative Extension Service, and other universities and organizations in developing a progressive program for the Kentucky 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 Kentucky maple industry by mentoring and nurturing existing and future producers.

### Section 3. Program of Work

1. 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 III MEMBERSHIP**

### Section 1. Members

Members shall be persons interested in maple or firms engaged in any phase of producing, processing and/or marketing maple syrup, and/or tree syrups and value-added products of maple syrup and other tree syrups.

## Section 2. Membership Types

There shall be three types of membership for the corporation:

### 1. Maple Producer Members

- a. For the purpose of this corporation a maple producer will be defined to include a individual, family, sole proprietor, a partnership, an association, a co-operative or a corporation which is actively involved in the production of Kentucky Maple Syrup and the value added products derived there from.
- b. Membership of this type provides voting rights to those members who have paid their annual dues assessment and are entitled to only one vote per paid membership.

### 2. Maple Industry Members

- a. For the purpose of this corporation an industry member will 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.
- b. Membership of this type provides voting rights to those members who have paid their annual dues assessment and are entitled to only one vote per paid membership.

### 3. Members-at-Large

- a. For the purpose of this corporation a member-at-large will include all those who have an active interest in the maple industry including: Government representatives (Kentucky Division of Forestry, Kentucky Department of Agriculture); Education representatives (University of Kentucky College of Agriculture, Food and Environment Cooperative Extension Services); Kentucky agricultural community (Kentucky Farm Bureau, etc.); and Maple supporters from the public at large.
- b. No voting rights are offered for members of this type. Nominal dues amount shall be assessed.

## Section 3. Application for Membership

- a. Application for membership shall open at the Annual Membership Meeting in December for the next fiscal year. Applications must be accompanied with one year's dues.
- b. All applications are subject to approval by the Board of Directors. Annual dues will be returned to an applicant who is not accepted as a member.
- c. The Kentucky Maple Syrup Association reserves the right to refuse membership to anyone who does not meet the standards and/or expectations of the Association or the bylaws set forth.

#### Section 4. Honorary Membership

Honorary membership without voting rights may be accorded by a majority vote of the directors or members at any regular meeting.

#### Section 5. Termination

A member may terminate his or her membership in the corporation at any time upon written notice to the Secretary.

#### Section 6. Annual Dues

- a. The Board of Directors shall set annual dues, subject to approval by a majority of members present at the annual membership meeting. 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.
- b. Each returning or applying member must submit annual dues with their application. Annual dues shall be paid by January 1st and members shall be considered delinquent after January 31st. Delinquent members shall lose the privilege of using the KMSA logo and all other privileges of membership.
- c. Annual dues will not be prorated or refunded.

### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. The direction and management of the affairs of the KMSA shall be vested in a Board of Directors consisting of not more than seven voting members and two non-voting members and no less than three voting members total and shall be KMSA members in good standing.

Section 2. The board of directors shall be comprised of members representing a diverse geographic syrup production areas and levels of production within the state of Kentucky.

Section 3. The terms of the directors shall be for three years in an alternating rotation. Directors may serve consecutive terms. Elections for directors shall be held at the Annual Meeting.

Section 4. The Board of Directors shall hold at least two (2) meetings a year to conduct the needed business of the corporation.

Section 5. A majority of the elected body of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. 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 7. The Board of Directors may from time to time appoint standing and short-term committees as it deems necessary. Membership of these committees shall include individuals the Board of Directors deem suitable, invested in the success of the KMSA, and will uphold the mission of the KMSA. Power and responsibilities of such committees shall be determined by the Board of Directors. The President has the authority to appoint committee chairs and committee members.

Section 8. Any Board member, elected or appointed, may be removed for cause, whenever in its judgment the best interests of the Kentucky Maple Syrup Association would be served, by a two-thirds vote of the members at a special or regular membership meeting. Any member may initiate a vote to remove, but the vote may only be taken after the membership has received written notice of the proposal to initiate such vote at least ten days prior to the vote

## **ARTICLE V OFFICERS**

Section 1. The officers of the corporation shall consist of a President, a Vice-President, a Secretary and Treasurer. Whenever the Board of Directors so orders, the offices of secretary and treasurer may be held by the same person.

Section 2. They shall be elected by and from within the Board of Directors at the directors meeting following the annual meeting of the Corporation.

Section 3. Their term of office shall be for three years, or until their successors are elected and duly qualified. Officers may serve consecutive terms.

Section 4. Only Board of Directors members who are maple producers and in good standing may serve as executive officers.

Section 5. 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 VI DUTIES OF OFFICERS AND DIRECTORS**

### Section 1. President

The President shall perform such duties as usually pertain to the office of President; shall preside at all annual and special meetings of the members and of the Board of Directors, shall appoint standing committees, shall fill vacancies as may occur in any committee, may call special meetings of the members of the organization in accordance with Article VII Section 4. The President may move and second any motion but shall only cast a vote in the event of a tie. The President shall sign as President, with the Secretary, all legal papers of the corporation.

### Section 2. Vice President

The Vice President shall perform the duties of the President in case of his or her absence or disability and shall perform such other duties as the Board of Directors shall prescribe.

### 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. The Secretary shall submit to the annual meeting of the members a complete and detailed report of the current year's business. The Secretary shall serve all notices required by law or indicated in the Articles of Incorporation and Bylaws. The Secretary shall perform such other duties as may be required by the corporation or the Board of Directors.

### 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. All checks for disbursement of funds of the KMSA shall have two signatures and the Treasurer shall sign with either the President or Vice President. The Treasurer shall 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.

## **ARTICLE VII MEETINGS**

### Section 1. Annual Meeting

The annual members meeting of the corporation shall be held in conjunction with the Kentucky-Virginia Maple Syrup School in December.

### Section 2. Annual Board of Directors Meeting

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. Regular Member Meetings

There shall be a Pre-Season Meeting and a Post-Season Meeting. The Pre-Season Meeting shall be held in the month of October and the Post-Season Meeting shall be held in the month of April. The exact dates and locations of these meetings shall be determined by the Executive Board of Directors.

### Section 4. Special Meeting

The President shall call a special meeting of members to be called upon a written request of at least one third 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 5. 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 days before the date of the proposed meeting.

### Section 6. Quorum

At any annual or special meeting of the members, a quorum necessary for the transaction of business shall be at least twenty-five percent of the total membership, or 20 members, whichever is the smaller number.

#### Section 7. 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 in writing 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 VIII FISCAL YEAR**

Section 1. The fiscal year of this corporation shall start on the first day of January and shall be a full calendar year.

### **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 share its profits with its members. Funds which are accumulated shall only be applied in furthering the purpose of the corporation as set forth in the Articles of Incorporation.



**ARTICLE XI**  
**PROVISION FOR DISSOLUTION**

Section 1. 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.

**ARTICLE XII**  
**AMENDMENT OF BYLAWS**

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