

BYLAWS OF THE CORPORATION OF

**WEST VIRGINIA MAPLE SYRUP PRODUCERS ASSOCIATION, INC.**

Adopted at the Annual Meeting

May 30, 2015

**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, and/or tree syrups and value-added products of maple syrup and other tree syrups.

Section 2. Applications for membership must be accompanied with one year's dues. Annual dues shall be paid by January 1st of each year. Members whose dues are not paid by February 1st 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 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.

Section 6. The purpose of the Association is to promote, educate and research the maple and tree syrup as well as value-added syrup products throughout West Virginia. The Association shall form as a non-profit entity.

**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 eight voting members and two non-voting members selected in the following manner:

1. a. Eight **voting board** members to be elected by the membership at the annual meeting of the corporation, two for a term of one year, two for a term of two years and two for a term of three years; and thereafter, two to be elected for a term of three years at each annual meeting.
2. b. To the extent practical, the board of directors shall be comprised of members representing diverse geographic syrup productions areas **and diverse interests** within the state of West Virginia.

Section 2. The elected directors may appoint **up to two** ex-officio (non-voting) 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 membership 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. All officers must be current members in good standing.

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:

1. a. -Preside over all meetings of the corporation and of the directors.
2. 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 President and/or Board of Directors shall prescribe.

Section 3. [Secretary] The Secretary shall:

1. a. Keep a complete record of the meetings of the corporation and of the Board of Directors.
2. b. Submit to the annual meeting of the members a complete and detailed report of the current year's business.
3. c. Serve all notices required by law or indicated in the Articles of Incorporation and Bylaws.
4. d. Perform such other duties as may be required by the corporation or the Board of Directors.

Section 4. [Treasurer] The Treasurer shall:

1. a. -Receive and disburse all funds of the corporation.
2. 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.
3. c. Receive and process all correspondence pertaining to financial matters of the corporation including authority to open a bank account on behalf of the organization for the purpose of collecting and dispersing monies at the discretion of the Board of Directors. For expenditures <\$500, approval from the Board of Directors is required. For expenditures >\$500, additional signatures and a formal resolution will be required.
4. d. Prepare a Treasurer's Report for the annual meeting.
5. e. The Executive Committee shall appoint three current members in standing each year to conduct a review of all financial transactions for the previous year as part of an Audit Committee. This group shall appoint a spoke person to deliver an

annual statement concerning all transactions. This group may advise the membership that a more formal audit should be employed based on their findings.

#### **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. The annual meeting shall be held on any weekend in May, with the exception of Memorial Day weekend. An additional two meetings shall (or may) be conducted each year which may include educational programs and workshops where the Board of Directors and Executive Committee will meet for the purpose of business of the Association. A quorum must be present in order for official business to be conducted.

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 meeting by sending of official notice thereof to each member at his/her last known physical/email 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 fifty (50) percent of the total membership, or twenty (20) members, whichever 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 a majority vote of the directors present shall decide all questions.

#### **ARTICLE VII (FISCAL YEAR)**

Section 1. The fiscal year of this corporation shall start on the first day of January.

#### **ARTICLE VII (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 officers and shall be extended to permit state delegates to fill the terms 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 purposes of the corporation as set forth in Article I of the Articles of Incorporation.

**ARTICLE XI (AMENDMENTS)**

Section 1. These bylaws may be adopted, amended, and in the whole or part repealed at any annual or special meeting for the members 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 present and voting at such a meeting shall vote for such amendments.