

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

MISSION & GOALS

Mission: NHMPA's Mission is to support NH maple producers in the production, promotion and use of the highest quality maple products; and to provide the latest information and science on maple production.

The goals of this organization shall be to:

1. Promote increased use of NH-made maple products.
2. Provide education opportunities for NH maple producers in order to assure that NH producers have the latest science and information on how to produce and sell quality maple products.
3. Nurture and mentor new maple producers and those interested in becoming maple producers.
4. Represent NH maple producers in public policy and regulatory matters involving maple products locally, nationally and internationally.
5. Be the point of information for all matters pertaining to maple products in NH.
6. Cooperate with others in government and the private sector in all efforts pertaining to NH-made maple products.
7. Pursue grants available to the maple industry from federal, state, and private sources.

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ARTICLE III

PROGRAM OF WORK

The mission and goals 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. The Board of Directors shall have the authority to remove members for causes detrimental to the Association or the maple industry in NH.

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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 President and Vice President.

ARTICLE VII

BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of up to nine (9) members who shall be elected for two-year terms with generally 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: A member of the Association who has contributed product to association-sponsored fairs for two (2) consecutive years, may become a board member and continue to contribute product to fairs.

Section 3: 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 counsel to the Board of Directors.

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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. The Secretary shall be familiar with Robert’s Rule of Order.

Section 4: Treasurer - In the interest of continuity, the board shall give priority consideration to a 3rd party for treasurer services to provide a level of checks and balances in support of the association. 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. All board members will sign the Board Member Contract in Appendix “A”. ____ The Board of Directors shall have the authority to remove a member of the Board for causes detrimental to the association or the maple industry in NH.

Section 6: Executive Committee - The Executive Committee shall consist of the President, Vice

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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.

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ARTICLE IX

STANDING COMMITTEES

The following are standing committees of the association:

1. Budget, Finance, and Audit
2. Container
3. Education & Mentoring
4. Promotion/Web
5. Sales & Fairs
6. Grant
7. Maple Museum

The Board of Directors will be represented on each committee. Other committee members may be other association members in good standing.

ARTICLE X

MEETINGS

At least one meeting of the Association will be held each year. The annual meeting will be held in January. 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 meeting.

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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

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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. All board members will sign the Conflict of Interest Policy in Appendix "B".

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;
REVISED MAY 2021, January 2024.

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New Hampshire Maple Producers Association, Inc.
Board Member Contract
Appendix A to Association Bylaws

As a board member of NHMPA, I am fully committed and dedicated to the mission of this organization and pledge to carry out its mission. I understand that my duties and responsibilities include the following:

I am fiscally responsible, with other board members, for this association. I will know what our budget is and take an active part in reviewing, approving, and monitoring the budget and fund-raising to meet it.

I will learn and implement my legal responsibilities for this organization and those of my fellow board members. I am responsible for knowing and overseeing the implementation of policies and programs.

I have read the bylaws and understand that I am responsible for the health and well-being of this organization. All prior meeting minutes are posted on the NHMPA website, new board members are encouraged to become familiar with a minimum of several months of historical meeting minutes.

I will participate in fundraising for this organization in whatever ways are best suited for me. This may include solicitation of donors or sponsors, participating in special events, writing direct mail appeals, and/or applying for grants.

I will actively promote NHMPA and will encourage and support its staff.

I will attend board meetings, be available for phone consultation or special meetings between board meetings, and serve on at least one committee.

If I am not able to meet my obligations as a board member, I will tender my resignation.

Signed: _____ Date: _____

Board Member

Signed: _____ Date: _____

President

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New Hampshire Maple Producers Association, Inc.
Conflict of Interest Policy
Appendix B to Association Bylaws

In their capacity as directors, officers, committee chairs and key employees, the individual leaders of the New Hampshire Maple Producers Association, Inc. (“NHMPA”) must act at all times in the best interests of the organization they represent.

1. What Is a Conflict of Interest?

A conflict of interest may arise in any circumstance that may compromise the ability of a director, officer, committee chairs, or key employee to make unbiased and impartial decisions on behalf of any segment of the NHMPA. Such circumstances may involve family relationships, business transactions, professional activities, or personal affiliations.

The Board of Directors of NHMPA requires all directors, officers, committee chairs and key employees to complete and submit an annual Statement of Disclosure detailing any facts or circumstances that might constitute a conflict of interest. The Board of Directors further requires directors, officers, committee chairs and key employees to submit an amended Statement of Disclosure to reflect any material changes or additions to the submitted information that may arise during the course of the year. Officers, directors, committee chairs and key employees are encouraged to err on the side of disclosure and to report any set of circumstances that may appear to pose a conflict of interest, even if there is uncertainty as to whether such circumstances should be disclosed.

2. How Are Conflicts of Interest Identified?

The Executive Board of NHMPA will review each Statement of Disclosure for any set of facts or circumstances that may reflect an actual, potential, or apparent conflict of interest. The Executive Committee may request the assistance of legal counsel to identify potential conflicts. When evaluating a particular set of facts or circumstances, the Executive Committee shall consider the following non-exhaustive list of factors that may indicate a conflict of interest:

- Solicitation or acceptance of gifts or other items of value that may create an appearance or expectation of special treatment in NHMPA matters;
- Any incident of abuse or misuse of a leadership position for personal or third-party gain or benefit;
- Situations in which a director, officer, or key employee may be divided between personal interests or the interests of another organization and the best interests of NHMPA;

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- Business, professional, or other activities that would materially and adversely affect NHMPA, either directly or indirectly; and,

The NHMPA Executive Board may request additional information from any director, officer, committee chair or key employee at any time; however, no individual whose relationships or activities are under review may participate in deliberations, debate, or any vote of the NHMPA Board while such review is pending.

3. How Are Conflicts of Interest Resolved?

If the Board of Directors of NHMPA, identifies an actual, potential, or apparent conflict of interest, it may take one of the following actions to resolve such conflict:

- **Waive** the conflict of interest as unlikely to affect the director's, officer's, or key employee's ability to act in the best interests of the organization;
- Determine that the individual director or officer should be **recused** from all deliberation and decision-making related to the particular transaction or relationship that gives rise to the conflict of interest. This course of action should apply particularly when the transaction or relationship is one which presents a conflict only with respect to one or two discrete programs or activities; or
- Determine that the individual director or officer must **resign** from his or her service to NHMPA. This course of action should apply when the conflict of interest is so pervasive that the director or officer would likely seldom, if ever, be able to act solely in the best interests of the organization.

The Board of Directors of NHMPA reserves final authority over the resolution of all conflicts of interest involving a director or officer of NHMPA.

4. May Directors and Officers Do Business with NHMPA?

A conflict of interest exists any time a director, officer, or key employee seeks to enter into a business relationship with NHMPA. Similar conflicts may arise through family members or through organizations in which directors, officers, or key employees serve in a leadership, employment, or ownership capacity.

Such conflicts do not, however, necessarily preclude business relationships with NHMPA. The following procedure is designed to resolve conflicts of interest whenever a director, officer,

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committee chair, key employee, or a related party, seeks to provide goods or services to NHMPA as a paid vendor, or applies to receive a significant grant or contract from the organization:

- The director, officer, committee chair or key employee must promptly disclose the intent to enter into a business relationship with NHMPA, either to the Executive Board, the Board of Directors, or both.
- The director, officer, committee chair or key employee must **recuse** himself or herself from all deliberation, debate, and voting related to the contemplated business relationship.
- If the value of the transaction exceeds \$10,000, NHMPA must solicit proposals or applications from a broad range of other qualified candidates for the agreement, contract, or grant under consideration.
- The Board of Directors must determine, without the presence or participation of the director, officer, committee chair or key employee under review, that the transaction is fair and in the best interest of NHMPA.
- If the Board of Directors approves the business relationship under consideration, the director, officer, committee chair or key employee may not participate in any process by which his or her performance as a vendor, grantee, or recipient is evaluated, or in any such evaluation of a related party.

* * *

The attached Statement of Disclosure shall be completed, signed and submitted annually.

* * *

New Hampshire Maple Producers Association, Inc.

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Statement of Disclosure

As a director, officer, committee chair or key employee of New Hampshire Maple Producers Association, Inc. ("NHMPA"), I understand that I am obligated to disclose the existence of any facts or circumstances that may constitute a conflict of interest, as the term is defined in the Conflict of Interest Policy above.

- I have the following interests in third parties providing goods and services to NHMPA:

- I serve in a leadership capacity, have a significant investment, or own at least a one percent interest in the following entities or organizations that may have conflicting interests with those of NHMPA, or take public positions contrary to those of NHMPA:

- I expect to receive compensation from NHMPA in the following amount, not including reimbursement of reasonable expenses:

- The following members of my family expect to receive some form of compensation or material financial benefit from the NHMPA:

- Outside of my capacity as a director, officer, or key employee of NHMPA, I have a family relationship or business relationship with the following directors, officers, or key employees of the NHMPA:

- I wish to disclose the following additional facts or circumstances:

I have read the NHMPA Conflict of Interest Policy in full, and understand that I am required to notify the Board of Directors of NHMPA in the event of any material change to the answers I have provided in this statement.

Signed: _____ Date: _____ Print Name: _____

Address: _____ City: _____ ST/Province _____ Zip Code _____

Daytime Phone: () _____ - _____ Fax: () _____ - _____ Email: _____

Must be returned to the Secretary of the NHMPA within 30 days of appointment