

The Maine Cheese Guild Constitution and By-Laws

EFFECTIVE: April 25, 2003

ARTICLE I – NAME AND LOCATION

SECTION 1 – NAME AND STRUCTURE

The organization shall be known as the Maine Cheese Guild, hereinafter referred to in these by-laws as “the GUILD”. The GUILD shall operate as a nonprofit Maine corporation, formed under Section 501(c)(6) of the Internal Revenue Code.

SECTION 2 – PRINCIPAL OFFICE

The principal office of the GUILD is domiciled in the state of Maine at State of Maine Cheese, 461 Commercial Street, Rockport, Maine 04856.

ARTICLE II – MISSION

The Guild’s mission is to support and encourage the Maine cheesemaking community. We will do this through development of a collective voice to promote Maine cheese and cheesemakers, educate cheese makers and consumers, coordinate resources and share the joy and art of regional cheeses.

More specifically, in pursuit of the Guild’s purpose to improve the business conditions for the Maine cheesemaking community (including its suppliers and patrons), the Guild will:

- Meet and discuss mutual problems concerning the cheesemaking community, small-scale producers of cultured milk products and small dairies, exchange ideas, disseminate information and formulate plans with the intent of aiding the Maine cheesemaking community within the State of Maine
- Promote Maine cheese and cheesemaking by educating, supporting and encouraging new and established cheesemakers, small-scale producers of cultured milk products, and small dairies.
- Promote cooperation and exchange of information among cheesemakers, small-scale producers of cultured milk products, and small dairies.
- Endeavor to inform and educate the public as to the merits and availability of Maine cheese and cultured milk products.
- Not be conducted or operated for a profit, and no part of any profits or remainder or residue from dues or donations to the Guild shall inure to the benefit of any member or individual.

ARTICLE III – OFFICERS AND DIRECTORS

SECTION 1 – BOARD OF DIRECTORS

The Board of Directors shall consist of at least five (5) and no more than thirteen (13) Directors elected from among the Principal Members by a majority vote of the voting members casting ballots. Board of Director Elections will be held at the Annual General

Membership Meeting by all voting members attending, with mail-in/e-mail ballots accepted for voting members desiring to vote but unable to attend. Hereinafter, the term "Board" shall be used to denote the Board of Directors.

The term of each Director shall be fixed at four (4) years. The Director terms shall be staggered in such a manner as to ensure that at least two (2) Directors are elected to the Board each year. At inception, the incorporators will vote to elect eleven (11) Directors. The Board shall assign terms at its discretion to the founding Directors so as to comply with the term lengths outlined above.

A Director may not serve for more than two consecutive terms unless confirmed by a 2/3 majority of the voting membership casting ballots. Directors shall not receive compensation for their services as Directors.

At a meeting of the Board, a majority of the then sitting Directors shall constitute a quorum. If a quorum is present, the acts of the majority of the Directors present shall be the acts of the Board. If a quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting without further notice until such time as a quorum is present.

The Board shall have general charge and management of the affairs, funds and property of the GUILD. The Board shall have full power and authority, and it shall be the Board's duty, to carry out the purposes of the GUILD according to these By-Laws, and to carry out all other duties and exercise the powers set forth in these By-Laws. The Board is charged with overall direction of the activities of the GUILD, which authority may be delegated to appropriate officers, managers and any other consultants as determined to be appropriate of the GUILD.

SECTION 2 – OFFICERS

The officers of the Board shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Officers shall be elected by the Board at the first Board meeting and, thereafter, at the first Board meeting following the Annual General Membership Meeting as required. Each Officer shall be elected for a term of two (2) years. No Officer shall serve for more than two (2) consecutive terms in the same office, unless approved by a two-thirds vote of the Board of Directors.

Officers shall not receive compensation for their services as Officers. An Officer, however, may receive compensation for services rendered as a subcontractor but not an employee in a capacity other than that of Officer.

SECTION 3 – OFFICER DUTIES

Duties of the President

The President shall preside at all meetings of the Members, of the Board and of the Executive Committee. The President shall have general supervision of the affairs of the GUILD and perform all acts and duties usually incident to and required of an executive and presiding officer, as well as any other such duties as may be conferred by the Board of Directors.

Duties of the Vice-President

First and foremost, the duties of the Vice-President shall be to develop the skills, experience and knowledge necessary in order to serve as President when the sitting President is unable to do so. In the absence of the President or in the event of the

President's inability or refusal to act, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board.

Duties of the Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds of the GUILD. The Treasurer will receive and give receipts for monies due and payable to the GUILD from any source whatsoever, and deposit all such monies in the name of the GUILD in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-laws. The Treasurer shall provide the Board with a financial report at each meeting of the Board. This report will include at a minimum a standard Cash Flow Statement and Account Balances Report which shall be entered into the record of the meeting. The Treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board.

Duties of the Secretary

The Secretary shall keep the minutes of the meetings of the Board and see that all notices are duly given in accordance with the provisions of these By-laws or as required by law. The Secretary will be custodian of the GUILD records and of any seal of the GUILD. The Secretary will keep a register of the mailing and e-mail address of each Member which shall be furnished to the Secretary by such Member. The Secretary shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board.

SECTION 4 – EXECUTIVE COMMITTEE

There shall be an Executive Committee that consists of the current elected Officers and the Executive Director, if such position is filled. Each Executive Committee member must attend at least 50% of the regularly scheduled Board meetings annually, or risk removal from the Executive Committee. The Executive Committee is charged to conduct the regular business of the GUILD.

SECTION 5 – VACANCIES, REPLACEMENTS AND REMOVALS

Any vacancy occurring among the Board may be filled by a majority vote of the sitting Board Members. Any vacancy occurring among the Officers may be filled by a majority vote of the Board. Any Director so elected must be ratified by a vote of the General Membership at the next annual meeting.

Any Director or Officer may be removed for cause by a vote of the voting membership (with a majority of voting members voting). As used herein, "for cause" shall be defined as the conduct of a Director or Officer which is contrary to these By-laws, the mission, purpose, objectives or best interests of the GUILD.

SECTION 6 – PERSONAL LIABILITY

The Officers and Directors of the GUILD shall not be personally liable for the debts or actions of the GUILD.

ARTICLE IV – MEMBERSHIP

The GUILD welcomes and any individual who is a friend of the Maine cheese trade including all farmstead and artisanal cheesemakers, small dairy producers, sellers,

suppliers, chefs, consumers and researchers with an interest in cheesemaking, dairying and cultured milk products.

SECTION 1 – CLASSES OF MEMBERSHIP

There shall be classes of membership as follows:

Principal Members: The founding members and any individual, organization or other entity that is: producing cheese or milk products in Maine, milking dairy animals in Maine, or involved with getting Maine made cheese, milk or milk products to the consumer.

Associate Members: Any other individual, organization or other entity with an active interest the Maine cheesemaking, dairy or agricultural communities.

Honorary Members: Any persons, who by merit of their deeds or knowledge has shown themselves to be a friend of the GUILD or Maine cheesemaking community.

The term “general membership” will include all classes of membership. The term “voting membership” will include exclusively the Principal Members in good standing with the GUILD.

SECTION 2 – VOTING RIGHTS

Each Principal member shall have one vote. Associate and Honorary Members do not have voting rights.

SECTION 3 – GOOD STANDING

Each Principal and Associate Member will be considered to be in “good standing” with the GUILD upon payment of annual dues provided that the member meets the criteria for the level of membership set forth in Article IV, section 1.

SECTION 4 – DUES

The Board shall have the power to establish and modify the dues structure for the purpose of funding operations of the GUILD. Changes to the due structure shall be reported to the general membership in writing. Said changes shall be recorded in the Corporate Record in lieu of future amendments to the By-Laws solely for this purpose.

Honorary Members will not pay any annual dues.

In the event of extenuating circumstances, the Board may waive part or all of a member’s annual dues, on a case-by-case basis, upon a 2/3 vote of the Board of Directors.

ARTICLE V – MEETINGS

SECTION 1 – ANNUAL MEETING

The Annual General Membership Meeting shall be held on such date prior to the 31st day of December every year and at such location as designated by the Executive Committee, upon at least thirty (30) days notice to all members. Any voting members attending the annual meeting will constitute a quorum for purposes of transacting the GUILD business. Each Member is entitled to vote according to the Member's class, and

providing the Member is in good standing. The vote may be in person or, in the case of Board Member elections and other items of business designated as eligible for mail-in/e-mail ballot, by mail-in/e-mail ballot submitted in accordance with the Notice of Meeting.

Members voting by mail/e-mail or proxy shall not be counted for purposes of constituting a quorum for an annual or special meeting of the general membership.

SECTION 2 – REGULAR, SPECIAL AND COMMITTEE MEETINGS

Regular meetings of the Board of Directors will occur at such times and in such locations as determined by the Executive Committee. Special meetings of the Board or General Membership may be called at any time at the discretion of the Executive Committee. Any voting members attending a special meeting of the general membership will constitute a quorum for purposes of transacting the GUILD business. Committee meetings may be called at any time at the discretion of the Committee Chairperson. All members are entitled to attend all the GUILD meetings.

SECTION 3 – NOTICE OF MEETING

Notice of all meetings of the Board, unless waived, shall be given in writing to each Board member at least seven (7) days before such meeting is to be held. Notice of the annual meeting or of a special meeting of the General Membership shall be given at least thirty (30) days before such meeting. Notice of any meeting is given to a member by sending the writing to the last mailing or e-mail address provided by the member.

In the case of the annual meeting, notice to voting members shall contain a ballot for Board Member elections and such other items of business designated by the Board as eligible for mail-in/e-mail voting. The notice shall set forth voting instructions stating that mail-in/e-mail ballots, to be valid, must be received by the Secretary by 5:00 PM of the day preceding the meeting.

ARTICLE VI – COMMITTEES

The Board is authorized to appoint from members of the Board, or other members, such committees as the Board may deem necessary for the expeditious handling of the affairs of the GUILD. No committees, nor any member thereof, shall have the authority to commit the Board, except as has been duly authorized by the Board.

ARTICLE VII – MANAGEMENT

The Board may employ any such staff persons, including an Executive Director, as are deemed necessary to handle the administrative and functional operations of the GUILD. It is at the sole discretion of the Board to both hire, and if necessary, terminate said persons, and to fix their compensation. Such persons shall be delegated such authority as the Board may deem appropriate. It is the responsibility of the Board to provide the necessary resources, guidance, and direction as relates to all staff activities.

ARTICLE VIII – AMENDMENTS

These By-Laws may be altered or amended by a two-thirds vote of the voting membership casting an affirmative or negative vote on the resolution to alter or amend at any Annual Meeting or at a special meeting called, with appropriate legal notice, for that purpose, providing there is a quorum.

ARTICLE IX – DISSOLUTION

In the event of Dissolution of the GUILD, its net assets remaining after provision for the payment of all debts, obligations and liabilities of the GUILD, shall be dedicated and transferred only in such manner as will be consistent with the provisions of the Internal Revenue Code then governing the GUILD as a tax-exempt organization.

ARTICLE X – MISCELLANEOUS PROVISIONS

SECTION 1 – ASSOCIATION OFFICIAL SEAL

There may be an official seal of the GUILD in such form and design as the Board of Directors may approve. The Secretary shall maintain custody of any such seal.

SECTION 2 – FISCAL YEAR

The fiscal year of the GUILD shall begin on the first day of January and end on the last day of December in each year.

SECTION 3 – PARLIAMENTARY PROCEDURE

Any meeting of the GUILD members shall be governed in its deliberation in the transaction of its business by these By-Laws. Any matter of procedure not so covered, shall be governed by the most recent edition of Robert's Rules of Order.

SECTION 4 – CONTRACTS

The board may authorize any Officer or Officers, agent or agents of the Board, in addition to the Officers so authorized by these By-Laws, to enter into any contract, or execute and deliver any legal instrument in the name of and on behalf of the GUILD. Such authority may be general or confined to specific instances.

SECTION 5 – CONFIDENTIAL INFORMATION

Any member, Director, Officer, employee or agent shall maintain any confidential information of the GUILD disclosed to them in such capacity as a member, Director, Officer, employee, or agent. Confidential information shall be the sole property of the GUILD and in no event shall it be disclosed or used by any member, Director, Officer, employee or agent without prior written consent of the Board of Directors, except as provided by law.