

Approved Document

# International Maple Syrup Institute

## STRATEGIC PLAN

- By-Law's
- Code of Ethics
- Use of Logo

Date: October 2010



# International Maple Syrup Institute Strategic Plan

## INTRODUCTION

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In 2008, the International Maple Syrup Institute initiated a strategic review of the goals, objectives and by-laws of the organization. The Strategic Planning Review Committee was chaired by Richard Norman and committee members were Dave Chapeskie, Jerry Kless, David Marvin, Debbie Richards, Yvon Poitras and Gary Gaudette (ex-officio).

In 2009, minor amendments to IMSI's by-laws were voted on and accepted by IMSI's General Membership at IMSI's Annual Meeting in Bar Harbor, Maine in October 2009. In 2010, work continued on the renewal of IMSI's Use of Logo Policy and the development of a new Code of Ethics for IMSI. These additional components of the strategic plan were finalized in 2010.

This Strategic Planning document embodies the following components:

- a) IMSI revised By-Law (includes goals and objectives),
- b) IMSI Code of Ethics, and
- c) IMSI Use of Logo Policy

Additional proposed amendments to IMSI's by-laws as of September 15, 2010 include revision of the objectives of the Institute and further clarification of the roles of the IMSI Executive Committee and IMSI Directors. IMSI's Use of Logo Policy has been completely revised and the draft was reviewed by IMSI's Board of Directors and distributed to IMSI members early in 2010. The new proposed Code of Ethics was developed early in 2010 and has similarly been reviewed by IMSI's Board of Directors and distributed to IMSI members.

Proposed amendments to IMSI's by-laws, the proposed Use of Logo Policy and the proposed Code of Ethics will be tabled for consideration to IMSI's Board of Directors on Wednesday October 20<sup>th</sup> and subsequently presented for consideration at IMSI's Annual meeting on Friday October 22<sup>nd</sup> at Arden Park Hotel in Stratford Ontario.

# International Maple Syrup Institute Strategic Plan

## BY-LAWS

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### CONDITIONS OF MEMBERSHIP

1. Membership in the Institute shall be limited to persons interested in the maple syrup industry. Participation in the Institute will be voluntary.
2. The Institute shall have the following classes of membership:
  - a. Producers
  - b. Producer Associations
  - c. Producers' Cooperative
  - d. Packers
  - e. Equipment Manufacturers and Distributors or Suppliers
  - f. Individual Members

Fees for the above classes of membership shall be set by the Board of Directors, and shall be reviewed at the annual meeting.

- g. Courtesy members shall comprise resource people, government and private researchers and others. Membership in this class is free of any financial contribution but does not involve any voting right or privilege.
3. Applications for membership shall be presented to the Executive Director.
4. Expulsion:

Any member may be expelled from the Institute by the Board of Directors by resolution. Such expulsion shall be for cause or default, including sixty (60) days delinquency in payment of fees. The expulsion procedure shall be as follows:

  - a. The Executive Committee shall review the above cause or default and allow the member to present a defense, should it be requested;and,
  - b. The Executive Committee shall have the right to appoint a Grievance Committee. Such Grievance Committees shall report to the Board and present appropriate recommendations.
5. Resignation:

Any member may resign or withdraw from the Institute by giving appropriate notice within a period of thirty (30) days prior to the annual meeting of the Institute.
6. Liability:

Any assessable member shall be liable for current year assessments levied prior to the date of resignation or expulsion as a member.

## **BOARD OF DIRECTORS**

7. Membership:

Any member in good standing is eligible for election or appointment by acclamation to the Board. A notice of nomination will be sent to all members at the same time as the notice of an annual meeting. A nominations committee will assemble the annual nominations slate, including Executive Committee and Board Member nominees in advance of the Annual meeting each year. The nominations committee shall include the Past President, Executive Director and two members at large. The Board can, from time to time, appoint other directors subject to ratification at the following annual meeting.

8. Management:

The property and business of the Institute shall be managed by a Board of Directors consisting of no fewer than three (3) and no more than thirty (30) Directors. Any member in good standing is eligible for election to the Board. Maple Producer Associations, if currently paid members of the IMSI, shall be permitted to name one (1) representative or delegate who will be eligible to sit on the Board of Directors.

9. Quorum:

A quorum of the Board of Directors shall be constituted by a number of directors representing more than one third (1/3) of duly elected directors.

10. Majority:

At all meetings of the Board of Directors, every decision shall be determined by a simple majority of votes unless otherwise specified by Canada Corporations Act or by these by-laws.

11. Meetings:

Meetings of the Board of Directors may be held at any time and place determined by the Board of Directors provided that 21 days notice of such meetings will be sent in writing, or via computer, to each Director. The quarterly meetings shall strive to alternate between Canada and the U.S.

12. Consultants:

At any Board Meeting, a Director may be assisted by consultants of whom the number shall not exceed three (3). Such consultants shall have no power to vote and shall not participate in the discussions except upon approval of the Board.

13. Proxies:

Voting by means of proxy shall be allowed in the business of the Institute.

14. Upon election at the first annual meeting of members, the elected Board of Directors shall then replace the provisional Directors named in the letters patent of the Institute.

15. Board of Directors:

- shall be eligible for election or re-election at the annual meeting of members;
  - the position of Director shall be automatically vacated;
    - a. if a Board member resigns his office by delivering a written resignation to the Executive Director of the Institute;
    - b. if at a special General Meeting of members a resolution is passed by two-thirds (2/3) of the members present at the meeting that he be removed from office; and,
    - c. on death; provided that if any vacancy shall occur for any reason in this paragraph contained, the Directors may by resolution fill the vacancy with a person in good standing on the books of the Institute as a member.
16. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected. A Director shall hold office until the next annual meeting of members, following his election or appointment.
17. The Board of Directors, as such, shall not receive any stated remuneration for their services, but by resolution of the Board, expenses may be allowed for their attendance at each regular or special meeting of the Board. Such fixed sum may be paid to the Directors as the members may by resolution determine, provided that nothing herein contained shall be construed to preclude any Director from serving the Institute as an officer or in any other capacity and receiving compensation therefore.
18. The Board of Directors may exercise all such powers of the Institute as are not by the Canada Corporations Act or by these by-laws required to be exercised by the members at general meetings.
19. The Board of Directors shall have power to authorize expenditures on behalf of the Institute from time to time and may delegate by resolution to an officer or officers of the Institute the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the Institute. The Board of Directors shall have the power to enter into a trust fund in which the capital and interest may be available for the benefit of persons who are not members of the Institute and having made notable contributions to the Institute in accordance with such terms and conditions as the Board of Directors may prescribe.
20. The Board of Directors shall take such steps as they may deem requisite to enable the Institute to receive donations and benefits for the purpose of furthering the objects of the Institute.

#### **EXECUTIVE COMMITTEE**

21. The Institute shall have an Executive Committee consisting of up to five (5) officers. They shall be a President, a Vice-President, a Treasurer, a Past-President, and an Executive Director. The powers of the Executive Committee shall be granted and determined by the Board of Directors.

#### **OFFICERS**

22. The Officers of the Institute shall consist of a President, a Vice-President, a Treasurer, and an Executive Director and other such officers as the Board of Directors may determine.
23. The President, Vice-President, and Treasurer shall be appointed by the Board of Directors. The other offices of the Institute shall be appointed by the Executive Committee and, subject to the provisions of any written employment agreement, the Board may remove any officer at its discretion.
24. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
25. The remuneration of all officers, agents, and employees shall be fixed by the Board of Directors or by the Executive Committee.

#### **OFFICERS OF THE INSTITUTE**

26. The President and Vice President may hold office for a maximum of two (2) consecutive years. All other officers may hold their office for an unlimited time, provided they are re-elected or appointed each year at the annual meeting.

#### **DUTIES OF OFFICERS**

The Executive Committee of IMSI is comprised of the President, Vice President, Treasurer, Past President and the Executive Director. In general, duties of the Executive Committee are:

27. Provide Leadership to the Directors by prioritizing work and framing discussions;
28. Exercise decision making as authorized by the Board of Directors;
29. Provide communications to IMSI's Directors, IMSI members, and others as may be necessary.
30. The President shall be the Chief Executive Officer of the Institute. He shall preside at all meetings of the Institute and of the Board of Directors. He shall have the general and active management of the business of the Institute. He shall see that all orders and resolutions of the Board are carried into effect. He or the Vice-President, along with the Executive Director or other officer appointed by the Board for the purpose, shall sign all by-laws and other documents requiring the signatures of the officers of the Institute.
31. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall periodically be imposed upon him by the Board.
32. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Institute and

shall deposit all moneys and other valuable effects in the name and to the credit of the Institute and in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Institute as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial position of the Institute. He shall also perform such other duties as may periodically be determined by the Board.

33. The Executive Director must attend all sessions of the Board and all meetings of the members and act as Secretary thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Executive Director will be excused from attendance at meetings for valid medical or family reasons subject to approval of the President. He shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall be custodian of the Seal of the Institute, which he shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

#### **DUTIES OF DIRECTORS**

34. All members of the Board of Directors should attend and participate in as many IMSI meetings as possible.
35. Directors must represent their company or organization and report back to the company or organization following all Board meetings and otherwise as circumstances warrant.
36. Directors are expected to serve on committees and otherwise assist the work of the Institute.
37. Directors should be willing to talk to policy makers and regulatory people on behalf of the Maple Industry.
38. Director should comply with the IMSI by-laws and code of ethics.

#### **MEETINGS**

39. The annual meeting of the Institute shall be held in Canada or in the United States at such time and date as the Board of Directors may designate. At such meetings the members shall elect a Board of Directors and shall receive a report of the Directors. The dues structure shall also be voted on at the annual meeting.
40. Twenty-one days prior written notice shall be given to each member of any annual or special general meeting of the members.

## **AMENDMENT OF BY-LAWS**

41. By-laws of the Institute may be enacted, and the by-laws repealed or amended, by a majority of the Directors at any meeting of the Board of Directors or at the Annual meeting of members and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-laws.
42. A member or members of the Board may appoint as his proxy any other member to vote at any Board, annual, or special general meeting.
43. The financial year of the Institute shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

## **AUDITORS**

44. The members shall at each annual meeting appoint a committee of three (3) persons to audit the accounts of the Institute. The audit may be done at the first (1<sup>st</sup>) quarterly meeting after December 31<sup>st</sup>, but no later than the second (2<sup>nd</sup>) quarterly meeting. The audit committee may recommend a third (3<sup>rd</sup>) party audit to the Board of Directors, should any discrepancies be found.

## **SIGNATURE AND CERTIFICATION OF DOCUMENTS**

45. Contracts, documents, or any instruments in writing, requiring the signature of the Institute, shall be signed by any two of the President, Vice-President, Executive Director, or Treasurer, and all contracts, documents, and instruments in writing so signed shall be binding upon the Institute without any further authorization or formality. The Directors shall have power on occasion by by-law to appoint an officer or officers on behalf of the Institute to sign contracts, documents, and instruments in writing generally, or to sign specific contracts, documents, and instruments in writing. The Seal of the Institute when required, may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

## **CORPORATE SEAL**

46. The Seal of the Institute shall be in such form as shall be prescribed by the provisional Directors of the Institute and shall have the words "International Maple Syrup Institute" - "Institut International du Sirop d'Erable."

## **DISSOLUTION OF LIQUIDATION**

47. Upon the dissolution or liquidation of the Institute, any assets remaining after the payment and satisfaction of the debts and liabilities shall be transferred to an organization or organizations having cognate or similar objects.

## **RULES AND REGULATIONS**

48. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Institute as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Institute when they shall be confirmed, or in default of confirmation shall at and from that time cease to have force and effect.
49. In these by-laws the singular shall include the plural and the plural the singular; the masculine shall include the feminine.

## **STATUTES**

On September 1<sup>st</sup>, 1976, the Minister of Consumer and Corporate Affairs has issued, under the provisions of Part II of the Canada Corporations Act, the Letters Patent for the Corporation named:

INTERNATIONAL MAPLE SYRUP INSTITUTE

INSTITUT INTERNATIONAL DU SIROP D'ERABLE

A copy of the said Letters Patent is annexed to the present.

I.

Objectives of the Institute

- To provide an international forum for communication among maple stakeholders, including maple producers, maple packers, maple equipment manufacturers and others;
- To foster and advance the interests of maple syrup industry stakeholders who are affected by the production, packing and sale of pure maple syrup;
- To promote legislation, policy and programs at all levels which will benefit maple syrup industry stakeholders and to oppose legislation, policy and programs seen as harmful to the industry;
- To help bring about greater uniformity in the customs of those engaged in the maple syrup industry, including grading and nomenclature for pure maple syrup;
- To be an advocate for scientific research and innovation seen as beneficial to the maple syrup industry; and,
- To raise public awareness regarding the unique characteristics of pure maple syrup, including nutritional and health benefits.

II.

The operations of the Institute may be carried on throughout Canada and elsewhere.

III.

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by by-law, duly passed by the Directors and sanctioned by at least two-thirds (2/3) of the votes cast at a special general meeting of the members duly called for considering the by-laws, the Directors of the Institute may from time to time:

- Borrow money upon the credit of the Institute;

- Limit or increase the amount to be borrowed;
- Issue debentures or other securities of the Institute;
- Pledge or sell such debentures or other securities, or other securities for such sums and at such prices as may be deemed expedient; and,
- Secure any such debentures, or other securities, or any other present or future borrowing or liability of the Institute, by mortgage, hypothec, charge, or pledge, of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Institute, and undertaking and rights of the Institute.

Any such by-law may provide for the delegation of such powers by the Directors to such Officers or Directors of the Institute to such extent and in such a manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Institute on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Institute.

V.

The by-laws of the Institute shall be those filed with the application for Letters Patent until repealed, amended, altered, or added to.

VI.

The Institute is to carry on its operations without pecuniary gain to its member and any profits or other accretions to the Institute are to be used in promoting its objects.

VII.

Upon the dissolution or liquidation of the Institute, any assets remaining after the payment and satisfaction of the debts and liabilities shall be transferred to an organization or organizations having cognate or similar objectives.

# International Maple Syrup Institute Strategic Plan

## CODE OF ETHICS

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### MISSION

- To protect the integrity of pure maple syrup;
- To encourage more industry cooperation; and,
- To improve communication within the international maple syrup industry.

### OBJECTIVES

- To provide an international forum for communication among maple stakeholders, including maple producers, maple packers, maple equipment manufacturers and others;
- To foster and advance the interests of maple syrup industry stakeholders who are affected by the production, packing and sale of pure maple syrup;
- To promote legislation, policy and programs at all levels which will benefit maple syrup industry stakeholders and to oppose legislation, policy and programs seen as harmful to the industry;
- To help bring about greater uniformity in the customs of those engaged in the maple syrup industry, including grading and nomenclature for pure maple syrup;
- To be an advocate for scientific research and innovation seen as beneficial to the maple syrup industry; and,
- To raise public awareness regarding the unique characteristics of pure maple syrup, including nutritional and health benefits.

### PRIORITY ACTIVITIES

- Help safeguard the international maple syrup industry from adulteration through monitoring and testing;
- Serve as a watchdog regarding any product quality concerns which have the potential to tarnish the reputation of the international maple syrup industry;
- Lead implementation of standardized international maple grades and nomenclature;
- Update and revitalize all aspects of IMSI's Strategic Plan, including review of the logo, use of logo policy and put in place a code of ethics;
- Maintain and enhance communications among maple industry stakeholders;
- Help promote the nutritional and health benefits of pure maple syrup; and,
- Deal with ongoing issues of importance to the international maple industry.

## **CODE OF ETHICS**

### **Ideals:**

All members are dedicated to promote and take all reasonable steps to improve and advance the mission, objectives and priorities of the International Maple Syrup Institute.

### **Integrity:**

All members will discharge their duties in the International Maple Syrup Institute and all of their activities with integrity and should serve the Institute's goals in a conscientious, diligent and efficient manner.

### **Service:**

All members of IMSI shall perform their duties in a knowledgeable, skilled and competent manner without due delay, risk or adverse exposure of IMSI. All members should be alert to recognizing their lack of competence for a particular task and should decline to take on the task if he or she should recognize such a situation.

### **Impartiality:**

All members of IMSI must not take any action affecting IMSI, resulting in a conflict of interest with his or her business interests. There must be adequate disclosure to IMSI where there are potential conflicts of interest and such member must refuse to participate in discussions on the subject matter and refuse to vote on any decisions relevant thereto. Members must not allow personal or business interests and actions to jeopardize their personal integrity or the integrity of IMSI.

### **Good Faith:**

All IMSI members' conduct shall be characterized by courtesy to one another and to all persons they are dealing with. Actions taken by any member shall be taken in good faith with the interests and goals of IMSI being foremost in mind.

## **MEMBERSHIP IN IMSI AND NON-COMPLIANCE WITH THE CODE**

Effective with Membership Renewals and New Applications for 2011, all IMSI members will be asked to subscribe to this code of ethics. Allegations regarding non-compliance with the provisions of this code will be investigated by a new "Investigations Committee," which shall be comprised of IMSI members who will make a recommendation for action to IMSI's Board of Directors. Penalties may range from suspension of membership for a fixed period if the offence is minor to complete loss of membership privileges.

# International Maple Syrup Institute Strategic Plan

## USE OF LOGO POLICY

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In 1975, the International Maple Syrup Institute adopted a logo which is protected by copyright. It is comprised of a stylized design consisting of half a maple leaf, a bucket, a spigot and a drop of sap. This design is currently the definitive symbol of pure maple syrup and is being used:

- To identify products labeled as pure maple syrup, helping set them apart from imitations or other sweeteners. Use of the logo is authorized only for products which meet the definition for pure maple syrup as currently specified in regulatory statutes in the United States and Canada and supported by the International Maple Syrup Institute. Product purity will be monitored by IMSI and is verifiable in Institute sponsored laboratories; and
- To promote the use of pure maple products.



### **BENEFITS OF A LOGO**

Maple producers, packers and other members of IMSI accept the need for a standardized logo for pure maple syrup to be used only by IMSI members in the international marketplace. This logo is intended to provide the following:

- A distinctive visual symbol to help assure consumers that products are pure maple syrup; and,
- Promotional benefit for Institute activities.

### **USE OF LOGO**

Use of the logo must not in any way mislead the consumer. Use will be restricted to:

- Containers of pure maple syrup products when they have been graded and labeled in accordance with regulatory statutes in the United States or Canada ;
- Containers which clearly display the name and address or identification number of the producer, packer or distributor;
- Letterheads and printed material of the International Maple Syrup Institute and its members; and,
- Use in conjunction with advertisements and promotional material, including point of purchase posters for pure maple syrup.

### **ALTERATION OF THE LOGO**

IMSI's logo must not be altered in any way either graphically or with words to potentially mislead the consumer and damage the integrity of IMSI.

### **THE USE OF IMSI LOGO IS NOT PERMITTED ON:**

- Pure maple syrup which is blended with other products, as well as maple syrup products which have stabilizers and/or preservatives added;

- Maple Syrup products which are defective or are characterized as having off-flavours ;
- Advertisements promoting both pure and non-pure maple products in the same advertisement;and,
- Point-of-purchase advertisements where both pure maple syrup products and non-pure maple syrup products are displayed together.

### **ONLY IMSI MEMBERS ARE ENTITLED TO USE THE LOGO**

The use of the logo will be restricted solely to members in good standing of the International Maple Syrup Institute. Each maple producer or packer requesting use of the logo must:

- Pay their annual membership dues in a timely manner and sign an agreement confirming their understanding of the rules governing use of the logo;and,
- Comply with IMSI's Code of Ethics (planned for introduction in 2010).

### **PROCEDURE TO REQUEST USE OF THE LOGO**

All requests regarding use of the logo should be forwarded to both the Executive Director and President of IMSI. Requests for use of the logo will be handled on an individual basis. Each user of the logo will be asked to sign an agreement binding the user personally with the Institute. Use of IMSI's Logo must be approved by IMSI's President and by IMSI's Executive Director.

### **PENALTIES FOR OFFENCES**

Unauthorized or improper use of IMSI's Logo may result in immediate loss of membership privileges in IMSI at the discretion of the Board of Directors. IMSI, at the discretion of IMSI's Board of Directors, may request the immediate removal from the marketplace of syrup improperly labeled using IMSI's logo or altered forms of the logo which may be misleading to consumers.

### **MONITORING OF USE OF IMSI'S LOGO**

Proper use of IMSI's logo will be regulated by:

- Requesting that government regulatory officials report any suspected unauthorized use of the logo;
- IMSI members must report suspected unauthorized use of IMSI's Logo to both IMSI's Executive Director and IMSI's President;and,
- Consumers or Consumer Associations may report suspected unauthorized use of the logo or confusion regarding its use.

Any suspected improper or fraudulent use of the logo should be reported immediately to the Executive Director and President of IMSI so that an appropriate course of follow-up action can be determined in a timely manner. IMSI may without notice randomly purchase product bearing the organization's logo for follow-up quality and/or adulteration testing to ensure that the logo is not being used in a fraudulent manner.