

# BYLAWS AMERICAN WINE SOCIETY

(Revised September 2022)

## ARTICLE I NAME OF CORPORATION

**Section 1.** The name of the Corporation is **AMERICAN WINE SOCIETY**, hereinafter, for the purposes of brevity, “Society.” The Society was founded in October 1967 in Hammondsport, New York, and was incorporated on the thirteenth day of November 1973, in the State of Michigan as a non-profit corporation.

## ARTICLE II PURPOSE

**Section 1.** The purposes of the Society are to promote, through education, the appreciation of all facets of wines from around the world, to foster the knowledge of oenology, and to promote the responsible use of wine.

## ARTICLE III MEMBERSHIP

**Section 1. Eligibility.** The Membership in this Society shall be open to all adult persons, twenty-one years of age or older, who are genuinely interested in the purposes of the Society. Membership shall be divided into the following classes:

- A. *Individual Membership*: Entitled to one vote.
- B. *Household Membership*: Two people at the same address, each person entitled to one vote.
- C. *Professional Membership*: One or two people at the same address, each person entitled to one vote.
- D. *Life Membership*: One or two people at the same address, each person entitled to one vote.
- E. *Student Membership*: One or two people at the same address, each person entitled to one vote.
- F. *Corporate Membership*: An organization that supports the goals of the Society. Votes will be apportioned based on the level of support.

The criteria for each class of membership shall be established by the Board of Directors from time to time. Qualification for a class of membership shall be determined by the Board of Directors which decision shall be final and non-appealable. Membership dues shall be set by the Board of Directors and are payable by the first day of January each year. Members who have not paid by the last day of February shall be dropped from the Membership and from the mailing list. Membership shall be reinstated upon payment of annual dues. Student Membership shall be for full-time students only who are twenty-one years of age or older. Eligibility for Student Membership shall not exceed three years.

**Section 2. Voting Rights.** Each Membership shall be entitled to vote, in accordance with the provisions of Section 1, on each matter submitted to a vote of the members.

**Section 3. Resignation or Removal.** Any member may resign by submitting a written resignation to the Executive Director. Such resignation shall take effect upon receipt by the Society or such later date as specified in the notice of resignation.

Except as otherwise required by law, any member may be removed from Membership by a majority vote of the Board of Directors at any regular or special meeting for conduct deemed prejudicial to the Society which decision shall be final and non-appealable. Upon resignation or removal membership dues shall not be refunded.

## ARTICLE IV OFFICERS AND DIRECTORS

**Section 1. Designation.** The principal Officers of the Society shall be the President, Vice President, Secretary, Treasurer, and the Executive Director. No two offices may be held by the same person. Position descriptions including rights and authority of Officers and requirements for each Officer will be defined by the Board of Directors or these bylaws.

**Section 2. Election of Officers and Directors.** The term of office of these Officers shall begin on the first day of January after their election and terminate on the thirty-first day of December of the final year of their term.

- President: The person formerly holding the office of Vice President shall become the President for two years after the term of the President ends. A President shall be ineligible to be elected to any Board of Directors position for three years following the President's term of office.
- The Vice President shall be elected every two years. The Vice President cannot be from the same state or province as the President with whom the Vice President shall serve.
- The Secretary shall be elected every three years and shall serve a three-year term.
- The Treasurer shall be elected every three years and shall serve a three-year term.
- Three Directors shall be elected every three years by such a ballot for a three-year term, with the terms staggered to avoid complete turnover.

A Secretary, Treasurer, or Director may succeed oneself and may run for another elected office which begins after the current position term expires.

**Section 3. President.** The President shall be the chief executive officer of the Society and shall preside at all meetings of the Membership and of the Board of Directors. The President shall have all the general powers and duties which are usually vested in the office of President to a Society, including the right to sign, execute and acknowledge, on behalf of the Society, contracts and agreements and all deeds, mortgages, bonds, stock certificates and checks necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors and the power to appoint ad hoc committees of the Board of Directors from time to time as the President may deem appropriate to assist in the conduct of the affairs of the Society

**Section 4. Vice President.** The Vice President shall assist the President and shall have such powers as the Board of Directors, or President shall from time to time determine. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

**Section 5. Secretary.** The Secretary shall perform such duties as the Board of Directors or President from time to time determine. In the absence or disability of the President and of the Vice President, the Secretary shall temporarily perform the duties and exercise the powers of the President. The Secretary shall keep the minutes of all meetings of the Board of Directors and of the Membership. The Secretary shall have custody of such books and records of the Society as the Board of Directors may provide. The Secretary shall perform the duties and functions customarily performed by the Secretary of a Society and other duties as the Board of Directors or President may determine.

**Section 6. Treasurer.** The Treasurer shall have authority over all funds and securities. The Treasurer shall ensure a full and accurate account of all receipts and disbursements in books belonging to the Society. The Treasurer shall deposit all monies and other valuable effects in the name of and to the credit of the Society in such depositories as may be designated by the Board of Directors. The Treasurer or the Executive Director shall disburse the funds of the

Society as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all transactions as Treasurer and of the financial condition of the Society in accordance with *Article XI*.  
*Section 3, Auditing and Reports.*

**Section 7. Directors.** There shall be three Directors. The purpose of establishing the Directors is to provide geographical representation from the Membership and provide specific skill sets to aid in managing the needs of the growing and diverse Society. The titles for the Directors initially will be:

- Director of Education
- Director of Competitions
- Director of Member Service

The duties and titles of the Directors will be determined and may be changed by the Board of Directors based on the needs of the Society from time to time.

**Section 8. Executive Director.** The Executive Director shall be appointed by, and serve at the pleasure of, the Board of Directors as a non-voting member of the Board of Directors. Subject to the direction of the President and Board of Directors, the Executive Director shall be in charge of the day-to-day activities of the Society and shall be in charge of the principal office of the Society, including the supervision and direction of employees, the right to sign, execute and acknowledge, on behalf of the Society, contracts and agreements and all deeds, mortgages, bonds, stock certificates and checks necessary or proper to be executed in the course of the corporation's regular business. Under the direction of the President and the Board of Directors, the Executive Director shall coordinate and administer the various activities from time to time undertaken by the Society and shall assist in the holding of the annual meeting of the Society and provide required administrative support thereof.

**Section 9. Nominations for Office.** The Governance Committee shall be charged with evaluating and preparing a slate of nominees for Director and Officer positions. Individual Society members may seek nomination for an elective office, by submitting a completed nomination form to the Governance Committee.

Upon receipt of such nomination, the Governance Committee shall provide the proposed nominee a copy of the current Position Description for the office nominated along with any required documents. The proposed nominee shall reply in writing indicating understanding and acceptance of the duties of the office and verify that the nominee meets the required qualifications listed in the Position Description. The proposed nominee shall provide any additional documentation required by the Governance Committee to assist in the evaluation process.

Upon receipt of such reply as described, and the successful conclusion of the evaluation process by the Governance Committee, the nominee shall be listed on the ballot.

**Section 10. Voting.** A secret vote shall be conducted of the Membership for the election of Officers and Directors and for all proposed amendments of these Bylaws. A ballot shall be sent to each member annually at least ninety days prior to the annual business meeting. Enclosed with the ballot shall be a brief factual statement of each nominee's service and qualifications (prepared by or at the direction of the nominee) with each nominee accorded equal opportunity and space in this respect.

The President shall annually appoint a committee of vote tellers responsible for issuing, counting, and certifying the results of a ballot of the Membership. The Executive Director shall certify a list of the Membership corrected to the date of issue of the ballots to be used in verifying voting eligibility. In the event of a tie vote for any office, an additional ballot listing the names of those who were tied will be sent to all members.

## ARTICLE V OPERATION OF BOARD OF DIRECTORS

**Section 1. Number and Qualifications.** The affairs of the Society shall be governed by a Board of Directors composed of eight persons.—All Board positions except the Executive Director shall be elected from among the members of the Society. The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer,

Executive Director, and the Directors. As much as possible, all members of the Board of Directors should be from different states or provinces, with no more than two Directors being from the same state or province.

**Section 2. Governing Powers.** The Board of Directors shall have the powers and duties necessary or appropriate for the administration of the affairs of this Society and may do all such acts and things as are not prohibited by law or by the Articles of Incorporation or by these Bylaws directed to be exercised and done by the members. Each Board member, with the exception of the Executive Director, is entitled to one vote on all issues. A tie vote will fail to pass.

**Section 3. Vacancies.** Vacancies on the Board of Directors shall be filled by the appointment of an active member of the Society by the President with approval by the Board and shall be subsequently confirmed by the general Membership during the next annual election. If confirmation is not forthcoming, a special election will be held as soon as possible to fill the vacancy on the Board. In the event the presidency becomes vacant, the Vice President becomes President.

**Section 4. Resignation and Removal.** An Officer may resign by submitting a written resignation to the President or Executive Director of the Society. Such resignation shall take effect upon receipt by the Society or such later date as specified in the notice of resignation.

Any Officer may be removed from their position with or without cause by a majority vote of all elected members of the Board of Directors cast at any regular meeting or special meeting called for that purpose. Any Officer whose removal has been proposed by the Board shall be given an opportunity to be heard at the meeting where the removal is considered prior to deliberation and voting, which shall be conducted in closed session. The Officer whose removal has been proposed shall have no right to have legal counsel present or to cross-examine others at this meeting. The decision of the Board of Directors shall be final and non-appealable.

**Section 5. Compensation.** No compensation shall be paid to the Directors for their services with the exception of the Executive Director who shall be compensated in the sum as the Board of Directors may determine from time to time or pursuant to a contractual arrangement. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties as approved by the Board of Directors.

**Section 6. Regular Meeting.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least three such meetings shall be held between the annual meetings of the Membership of the Society. Such meetings shall be held in accordance with the schedule submitted by the President and approved by the Board of Directors. This schedule shall be communicated to each Director, if possible, at least fifteen days prior to the day named for such meeting.

**Section 7. Special Meetings.** Special meetings of the Board of Directors may be called by the President on eight days' notice to each Board member unless the Board agrees by unanimous consent to meet sooner. The special meeting shall be communicated personally, by first class mail, by electronic mail or by utilizing whatever technology is available to all the Directors at the time of such meetings, which notice shall state the time, place, and purpose of the meetings. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least three Directors.

**Section 8. Waiver of Notice.** Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting. Attendance at any meeting of the Board shall be a waiver of notice by that Director of the time, place, and purpose thereof unless the Director attends the meeting for the purpose of objecting to the notice. To the extent permitted by law, any written consent to such approved action is documented by all the Directors and filed with the minutes of the Board.

**Section 9. Quorum.** At all meetings of the voting members of the Board of Directors, a two-thirds majority of the voting Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the voting members of the Board of Directors, except where a larger number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 10. Meetings.** Meetings of the Board of Directors may be held by whatever technology is available among members of the Board or with some members of the Board assembled in one location and other members attending remotely, so long as all persons participating in the meeting can communicate with each other.

**Section 11. Committees.** Standing and *ad hoc* committees and the Chair of each committee shall be appointed by the President, subject to approval by the Board. Their duties shall vary with the current needs of the Society or as dictated by their committee charter.

The Board of Directors shall not delegate to any committee the authority to elect or remove Directors or Officers, amend the Bylaws or Articles of Incorporation, or amend or repeal any action taken by the Board.

## ARTICLE VI MEETINGS of MEMBERS AND ELECTIONS

**Section 1. Place of Meetings.** Meetings of the Membership shall be held at suitable places as may be designated by the Board of Directors.

**Section 2. Annual Meetings.** The annual meeting of the members of the Society shall be held during the annual conference of the Society each year, during the month of November, or whenever is deemed appropriate by the Board of Directors.

**Section 3. Special Meetings.** Special meetings may be called by the President or shall be called by the President as directed by a resolution adopted by the Board of Directors, or upon written request signed by at least ten percent of the members. The notice of any special meeting shall state the time and the place of such meeting and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths of the members present.

**Section 4. Notice of Meetings.** It shall be the duty of the Executive Director to send a notice of each special meeting, stating the purpose of the special meeting as well as the time and place where it is to be held, to each member of record, using whatever method is appropriate to effect receipt, no less than twenty but not more than sixty days prior to such meeting. The sending of a notice in the manner provided in this Section shall be considered notice served. Notice of the annual meeting shall be considered notice served. The notice of the annual meeting shall be contained in conference registration information sent to all members.

**Section 5. Quorum.** Except as otherwise provided by Michigan statute, the Articles of Incorporation, or these Bylaws, the presence at any meeting of a majority of the members registered as in attendance and entitled to vote shall constitute a quorum.

**Section 6. Adjourned Meetings.** If any meeting of the Membership cannot be organized because a quorum is not achieved, the members who are in attendance may, except as otherwise provided by law, adjourn the meeting to another appropriate time.

## ARTICLE VII OTHER STAFF POSITIONS

**Section 1. Regional Ambassadors.** Regional Ambassadors act as the conduit between Chapter Chairs, the national office, and the Director of Membership in areas such as new chapter creation and supporting existing chapters and chapter chairs, and other duties as determined by the board. Regional Ambassador are volunteer positions. They shall be appointed by the President with the concurrence of the Board. The term of office of a Regional Ambassador shall commence on the first day of January and end on the thirty-first day of December of the following year. Regional Ambassadors should serve no more than two two-year terms unless deemed necessary by the President. The Regional Ambassadors shall make semiannual reports to the Board of Directors as shall be prescribed by the Board of Directors.

**Section 2. National Committee Chairpersons, Technical Advisors, General Counsel, and Historian.** National Committee Chairpersons, Technical Advisors, the General Counsel, and the Society Historian shall be appointed by and may be removed by the President, subject to approval by the Board. These individuals shall attend such meetings of the Board of Directors or mail reports as the President shall direct.

**Section 3. Paid Staff.** The Board of Directors may approve the creation of paid staff positions. The Executive Director shall be responsible for the hiring and supervision of such staff as approved by the Board of Directors.

**Section 4. Terms of Office.** The term of office of committee persons and appointees shall be coextensive with that of the President. Upon taking office, the President may reappoint or appoint new people to these positions.

**Section 5. Resignation or Removal.** Any volunteer may resign by submitting a written resignation to the Executive Director. Such resignation shall take effect upon receipt by the Society or such later date as specified in the notice of resignation.

Any volunteer may be removed from a leadership position by a majority vote of all the elected Board members at any regular or special meeting for conduct deemed prejudicial to the Society.

## **ARTICLE VIII** **CHAPTERS**

**Section 1. Organization.** Independent affiliates, referred to as Chapters, may be formed by any member of the Society subject to the approval of the Board of Directors as delegated to the Executive Director. Except as governed by these Bylaws and the requirements of the applicable income tax and other statutes and regulations, local activities are not dictated by the national organization and are self-supporting. The National Office assists in organizing chapters and maintains a directory of Chapters and their chairs.

**Section 2. Membership.** National Membership is a prerequisite for chapter membership. Members may belong to more than one Chapter.

**Section 3. Guests.** A member may bring one or more guests to any Chapter Meeting. No individual shall be a guest of the Society on more than three occasions.

**Section 4. Chapter Chairs.** Each Chapter shall have a chair or chairs, initially selected by the members at the organizational meeting, and thereafter elected annually, if possible, by the members of the Chapter. The Board may remove any Chapter Chair whenever, in its judgment, the interests of the Society will be served thereby. Chapter activities shall be self-supporting. No monies shall be sent by the National Office to subsidize local activities.

**Section 5. Qualifications.** In order to be considered a Chapter of the American Wine Society, the Chapter must meet the following minimum requirements. Any chapter not meeting these requirements may be deactivated by a majority vote of the Board of Directors:

- a. The activities of each Chapter will be in furtherance of the purposes for which the American Wine Society is formed and exists.
- b. The Chapter shall have a minimum of eight members according to the records of the National Office.
- c. The Chapter shall actively conduct events for its members.
- d. The Chapter shall have a designated chapter chair or chairs who are the primary communication point with the National Office and Regional Ambassadors.
- e. The Chapter shall enforce the guest policy as described in Article IX, Section 3.

## **ARTICLE IX** **CORPORATE SEAL**

**Section 1.** The Board of Directors shall provide a suitable seal containing the name of the Society. This seal shall be in the charge of the Secretary. If so directed by the Board of Directors, a duplicate of the seal may be kept and used by the Treasurer and the Executive Director.

## **ARTICLE X** **ADMINISTRATIVE, FISCAL, AND COMPLIANCE**

**Section 1. Fiscal Year.** The fiscal year of the Society shall begin on the first day of January in each year and end on the thirty-first day of December of the same year.

**Section 2. Books and Accounts.** The books and accounts of the Society shall be kept under the direction of the Treasurer of the Society.

**Section 3. Auditing and Reports.** At the close of each fiscal year, the books and records of the Society shall be reviewed by a financial review committee appointed by the President. The Treasurer of the Society shall cause to be prepared annually a full and correct statement of the fiscal affairs of the Society, prepared in accordance with generally accepted accounting principles, which report shall be submitted at the annual meeting of the members and filed with the Secretary of the Society. An independent external audit of the books and records of the Society may be ordered by the Board as deemed beneficial.

**Section 4. Execution of Corporate Documents.** With the prior authorization of the Board of Directors, financial notes, loans, commitments, and contracts shall be executed on behalf of the Society by either the President or the Vice President, Executive Director, or Treasurer.

**Section 5. Indemnity.** To the extent permitted by law, each Officer, Director, or employee of the Society shall be indemnified by the Society against costs and expenses, including reasonable attorney fees, reasonably incurred personally in the connection with any action, suit, or proceeding as a named party by reason of being, or having been an Officer, a Director, or an employee of the Society provided the Officer, Director or employee was acting in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interest of the Society. Any indemnification hereunder shall be approved by the Board of Directors. This indemnification shall not apply in the event the Society has insurance to pay a claim against the Officer, Director or employee.

**Section 6. Budgets.** Each Director, Officer, or committee person having the responsibility for an activity of the Society requiring the expenditure of Society funds shall prepare a budget and submit the same to the Board of Directors for the Board's review and approval for the next fiscal year.

**Section 7. Parliamentary Authority.** The rules contained in the most recent edition of *Roberts Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

## **ARTICLE XI** **AMENDMENTS**

**Section 1. Ballot Voting.** These Bylaws and the provisions herein may be altered, amended, or repealed (changed) by a majority of those members by ballot voting of the entire Membership, sent using any legal voting process that ensures confidentiality and credibility, in which at least ten percent of the eligible Membership votes are cast. A vote of the majority of the votes cast, provided ten percent of the members have voted, will pass any proposed amendment.

- If less than ten percent of the total active Membership of the Society responds to a ballot, this shall be considered a 1 defeat of the amendment.
- In the event the amendment does not pass, the following process shall govern:
  - (1) An amendment that was defeated by a majority of those voting shall be considered defeated.
  - (2) An amendment that was approved by a majority of those voting, the sponsor of the proposed change to the Bylaws may bring the question to the floor at the next annual national membership meeting by providing previous written notice to the AWS Board at the Board's preceding meeting, consisting of a full text of the amendment or change, so that notice of the change may be provided to the Membership prior to the annual membership meeting.
  - (3) At that national meeting, the members present can only accept or reject the amendment. No further changes to the amendment can be made from the floor. The amendment shall be effective upon the approval of two-thirds of those attending the national membership meeting.

**Section 2. Review and Approval.** Prior to being submitted to the Membership of the Society for voting, a proposed change to these Bylaws must first be submitted to, reviewed, and approved by a majority vote of the Board of Directors. Failing approval by the Board of Directors, the sponsor of the proposed Bylaw change shall have it placed on the next annual ballot upon presentation to the Executive Director, of a petition signed by at least ten percent of the members of the Society.

## **ARTICLE XII** **DISSOLUTION OF THE SOCIETY**

Upon dissolution of the Society, none of its assets shall be distributed to any Officer or member of the Society but shall be disposed of to a 501(c)(3) organization in accordance with the applicable regulations of the Internal Revenue Service and provisions of the Internal Revenue Code then in force.