BYLAWS
AMERICAN WINE SOCIETY

(Revised August 2026)

ARTICLE I - NAME OF CORPORATION

Section l. 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. 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. Members who have not paid by (A) two months after the expiration of their last renewal shall be dropped from the Membership and from the member mailing list. Membership shall be reinstated upon payment of the 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. Members who choose not to renew their membership shall also be considered to have resigned.

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 elected Officers and Directors shall begin on the first day of January after their election and terminate on the thirty-first day of December, 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 or may run for another elected office which begins after the current position term expires, subject to the Term Limits outlined in section 8 below.

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 shall 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 Membership

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. Term Limits: Individuals serving in any of the four Officer and three Director positions outlined in sections 3 through 7 above, may serve a maximum of two consecutive terms in any combination of the seven voting Board positions. A person can serve two terms in the same role, or one term in each of two different positions. For rule application purposes, service as the Vice President and then President is combined and is deemed to equate to a single term of office. Individuals who have served the maximum of two consecutive terms on the Board, may run for another elected Board position later if they choose, but only after having been off the Board for a minimum period of not less than three years.

Exception: Other than the role of Vice President, if there are no candidates that wish to run for a position which is currently held by an Officer or Director that is precluded from running again because of term limits, an exception can be made. In that situation, the Board may request the incumbent to run again for the position to prevent the role from going unfilled.

Section 9. 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 10. 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. The Governance Committee will 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 the required documents, and the successful conclusion of the evaluation process by the Governance Committee, the nominee shall be listed on the ballot.

Section 11. 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 B) the actual conduct of the election. Typically, an independent third-party service or software product will be used to conduct the vote electronically and this committee will coordinate and oversee that process. If not conducted electronically, this committee will be 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 voting members of the Board of Directors should be from different states or provinces, with no more than two of the seven voting Officers and 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 or Director 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 or Director may be removed from their position with or without cause by a majority vote of the voting members of the Board of Directors cast at any regular meeting or special meeting called for that purpose. Any Officer or Director 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 Officers or 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. Officers and Directors may be reimbursed for prudent and reasonable actual expenses incurred by them in the performance of their duties as approved by the President and/or Executive Director. No Officer or Director may approve their own expense reimbursement request.

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 or Secretary or at the written request of at least three Officers and Directors. Eight days' notice to each Board member is required 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 Board at the time of such meetings, which notice shall state the time, place, and purpose of the meetings.

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 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.

C) **Section 10. Ad-hoc Meetings and Voting via Email.** On occasion, the President may request a vote of the Board via email on a topic that is deemed to be too time critical to wait for a special meeting to be called with eight days' notice given. In these situations, if a voting Board member responds with a yea or nay vote to the request, then their response is a de-facto consent to the Waiver of Notice requirement in section 8 above. For the vote to be valid, all seven voting directors must therefore respond with a yea or nay vote to facilitate the unanimous requirement for the Waiver of Notice. Response by all seven voting members would then also constitute a quorum for that vote.

D) **Section 11. Proxies**. A Board member who cannot attend a duly called meeting of the Board may give his or her proxy to another voting Board member in lieu of attending the meeting. That proxy will not count in the determination of a quorum, and the proxy does not give the proxy holder the authority to vote on behalf of the absent Officer or Director, except as expressly defined in the written proxy. As an example, Director A can give a written proxy to Director C and authorize a "yes" vote on agenda item 4 at the upcoming meeting that Director A can't attend. As such, Director C, must vote "yes" on agenda item 4 on behalf of Director A, but may not vote on behalf of Director A on any other topics or items that come up for vote at that meeting. All proxies must be in writing and the Secretary must be copied on each one.

Section 12. 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 13. Committees. Standing and *ad hoc* committees and the Chair of each committee shall be appointed by the President, subject to confirmation 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 at a time deemed as 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 ensure 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 included in the 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 Ambassadors 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 be coextensive with that of the President and 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. E) The Regional Ambassadors shall make 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. F) These individuals shall report to the Executive Director or the Vice President as the President shall direct. Volunteers in these roles shall attend meetings of the Board of Directors or provide reports for the Board's review and consideration if directed to do so by the President.

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 in one of the positions outlined in section 1 or 2 above, may be removed by a majority vote of the voting 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. G) Each Chapter shall have a chair or chairs. 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 minimum requirements outlined below. Any chapter not meeting these requirements may be deactivated by a majority vote of the Board of Directors. The activities of each Chapter will be in furtherance of the purposes for which the American Wine Society is formed and exists.

a. The Chapter shall have a minimum of eight members according to the records of the National Office.
b. The Chapter shall actively conduct a minimum of six events per year for its members.
c. H) The Chapter cannot operate on a "for-profit" basis, but should strive to breakeven on an annual basis, while maintaining a modest cash reserve for contingencies.
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 VIII, Section 3.

I) Corporate Seal section deleted

ARTICLE IX - 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. J) Budget requests should be sent to the Executive Director for initial review and consolidation with other budgets. The Executive Director will then present

the consolidated budget, along with its component pieces, to the Board, such that they may consider and vote on the budget in a comprehensive manner.

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 X - 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 l 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 XI - 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.