

BYLAWS

AMERICAN WINE SOCIETY

1990 REVISION

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 November 13, 1973 in the state of Michigan as a non-profit corporation.

ARTICLE II

PURPOSE

Section 1. The purposes of the Society are to promote the appreciation of wine, especially American wine, to foster the knowledge of oenology, to promote the responsible use of wine, and to educate wine tasters, wine makers, wine-grape growers, and the wine consuming public.

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. The use of the masculine term shall include the feminine. Membership shall be divided into the following classes:

1. Individual membership: entitled to one vote.
2. Spousal membership: each person entitled to one vote.
3. Professional membership for individuals in the wine industry: entitled to one vote.
4. Life Membership: Life Member and his or her spouse entitled to one vote each.

Annual membership dues are payable by 1 January each year. Members who have not paid by 2 March shall be dropped from the

membership and from the mailing list. Membership shall be reinstated upon payment of annual dues.

Section 2. Resignation or Removal. Any member may resign by submitting a written resignation. Except as otherwise required by law, any member may be removed from membership by a majority vote of the members cast at any annual meeting or at any special meeting of the members called for that purpose or by majority vote of the Board of Directors at any regular or special meeting, for conduct deemed prejudicial to the Society.

Section 3. Voting Rights. Each membership shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE IV

OFFICERS

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.

Section 2. Election of Officers. The person formerly holding the office of Secretary shall become the vice President, and the person formerly holding the office of vice President shall become the president. The term of office of these officers shall begin January 1 and terminate December 31. A President shall be ineligible to be elected Secretary or Director at Large for a period of three years following the conclusion of his term of office. The Secretary shall be elected every year by mail ballot. The Treasurer shall be elected every two years by mail ballot and may succeed himself. One Director-At-Large shall be elected each year by mail ballot for a two year term.

Section 3. President. The President shall be the chief executive officer of the Society. He shall preside at all meetings of the membership and of the Board of Directors. He shall have all the general powers and duties which are usually vested in the office of president to a society, including the power to appoint committees from time to time as in his discretion he 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. He 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 the such duties as the Board of Directors or President from time to time determine. In the absence or disability of the President or of the vice President, The Secretary shall perform the duties and exercise the powers of the vice President, or the President, as the case may be. He shall keep the minutes of all meetings of the Board of Directors, of the membership, and of the Executive Committee. He shall have custody of the seal of the Society, and of such other books and records of the Society as the Board of Directors may provide. He shall perform the duties and functions customarily performed by the secretary of a Society together with such other duties as the Board of Directors or President may prescribe.

Section 6. Treasurer. The Treasurer shall have custody of all funds and securities, and shall keep full and accurate account of all receipts and disbursements in books belonging to the Society and shall deposit all moneys 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. He 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 his transactions as Treasurer and of the financial condition of the Society in accordance with Article X, Section 3, Auditing and Reports.

Section 7. Executive Director. 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. 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 administrative support thereof. The Executive Director shall act as consultant to the Regional vice Presidents and the National Committee Chairmen. He shall also perform such other duties as the Board of Directors shall from time to time determine.

Section 8. Regional vice Presidents. A regional Vice President shall be elected by the membership of the region to be in charge of regional affairs. The term of office of the Regional Vice

President shall commence on the first day of January and end on the thirty-first day of December of the following year. No Regional Vice Presidents shall serve for more than two consecutive terms. The Regional Vice Presidents shall make semiannual reports to the Board of Directors as shall be prescribed by the Board of Directors.

Section 9. Directors-At-Large. The purpose of establishing the Directors-At-Large is to provide greater geographical representation from the membership. The duties of the Directors-At-Large will be determined by the Board of Directors based on the needs of the society from time to time.

Section 10. 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 the President, subject to approval by the Board. These individuals shall serve on the Executive Advisory Committee and shall attend such meetings of the Board of Directors or mail reports as the President shall direct.

Section 11. Publisher, Editor, Editorial Staff and Technical Advisors of the Society Publications. The Publisher and the Editor of the Society's publication shall be appointed by the President subject to approval by the Board. The Publisher shall be responsible for arranging for the printing of the Society's publications. The Editor shall be responsible for the contents of all society publications delegated to him by the Board, and shall be responsible for setting the editorial policy of such publications subject to oversight by the Board. The Editor may enter into a contractual arrangement with the Society for his services. Regular publications shall be produced at least quarterly. An Editorial Staff with professional competence in fields of interest to the Society shall be appointed by the president after consultation with the Editor and subject to approval by the Board.

Section 12. Terms of Office. The term of office of committee persons shall be coextensive with that of the President.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number and Qualifications. The affairs of the Society shall be governed by a Board of Directors composed of seven

persons except that the number of members of the board may be increased or decreased at any annual meeting of the members of the Society, but there shall never be fewer than five directors. All directors but the Executive Director shall be elected from among the membership of the Society. The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, Executive Director and the Directors-At-Large. As much as possible, all seven 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.

Section 3. Directors-At-Large. Directors-At-Large shall be elected for two year terms. The Directors-At-Large may not succeed themselves, but may run for other elected office.

Section 4. Vacancies. Vacancies on the Board of Directors shall be filled by the appointment of an active member of the Society by the President, subject to confirmation by the general membership during the next annual election. If confirmation is not forthcoming a special election will be held to fill the vacancy on the board.

Section 5. Removal of Directors. At any annual or special meeting of the membership duly called, anyone or more of the directors, including elected officers may be removed with cause by a vote of the majority of the entire membership in attendance. A successor may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed by the members shall be given an opportunity to be heard at this meeting.

Section 6. 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.

Section 7. 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 which schedule or amended schedule shall be given to each director, personally or by mail, telephone, or telegraph, at least thirty (30) days prior to the day named for such meeting.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President on eight (8) days notice to each director, given personally or by mail, telephone, or telegraph, 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 9. 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. To the extent permitted by law, any written consent to such action is signed by all the directors and filed with the minutes of the Board.

Section 10. Quorum. At all meetings of the Board of Directors, a two-thirds majority of the 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 Board of Directors, except where a larger number is required by law, the Articles of Incorporation, or these Bylaws. The President shall have the power to break tie votes.

Section 11. Conference Telephone Meetings. Meetings of the Board of Directors may be held by conference telephone call among members of the Board or with some members of the Board assembled in one location and other members attending by conference telephone.

Section 12. Committees. Standing committees shall be appointed by the President subject to approval by the Board. Their duties shall vary with the current needs of the Society. Committee Chairmen shall be reimbursed to the extent budgeted by the Board for the expenses for stenographic, mailing, telephone calls, etc., incurred in carrying out the responsibilities of their

committees upon presentation of itemized bills to the Treasurer or Executive Director.

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 him as directed by a resolution adopted by the Board of Directors, or upon written request signed by at least 10% of the members. The notice of any special meeting shall state a 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 mail 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, at his address as it appears on the membership book of the Society, or if no such address appears, at his last known place of address, no less than ten but not more than sixty days prior to such meeting. The mailing of a notice in the manner provided in this Section shall be considered notice served. Notice of annual meeting shall be contained in conference registration information mailed to all members.

Section 5. Quorum. Except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws, the presence, at any meeting, of the members in person, 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 present, the members who are present may, except as otherwise provided by law, adjourn the meeting to another time which seems appropriate.

Section 7. Voting. At every meeting of the membership, each membership present, shall have the right to cast one vote on each question. The vote of the majority of those present shall decide any question brought before such meeting, unless the question is one for which, by law, the Articles of Incorporation, or these Bylaws a different vote is required, in which case such express provision shall govern and control.

Section 8. Nominations for Office. A Nominations Committee which shall be appointed by the President and approved by the Board shall be composed of representatives from different states or provinces. Individual members may nominate one candidate for each elective office by submitting a letter to the President endorsed by twenty other members.

Section 9. Voting by Mail. A secret mail vote conducted pursuant to Parliamentary Authority (see Section 8, Article X) shall be taken of the membership for the election of officers and directors and for all proposed amendments of these Bylaws. The President shall annually appoint a committee of vote tellers who shall be responsible for the issuing, counting and certifying the results of a mail ballot of the membership. Mail ballots shall be sent to each member annually at least 90 days prior to the annual business meeting. The Executive Director shall certify a list of the membership corrected to the date of issue of the ballots. Enclosed with the ballots shall be a brief actual 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. In the event of a tie vote for any office, an additional mail ballot listing the names of those who were tied will be sent to all members.

ARTICLE VII

EXECUTIVE ADVISORY BOARD

Section 1. Designation. There shall be an Executive Advisory Board composed of the Board of Directors immediate past President, Regional vice Presidents, Publications Editor, Editorial Staff, Technical Advisors, General Counsel, Historian, and Committee Chairmen, designated by the President to assist the Board and Officers of the Society in the management of the Society affairs. It shall act as a conference of senior advisors to the Society.

Section 2. Powers. The Executive Advisory Board shall annually select the Award of Merit and Outstanding Member recipients and have such other powers as shall be delegated to it by the Board of Directors.

Section 3. Meetings. Meetings of the Executive Advisory Board may be held at such time and place as from time to time determined by the President. Meetings may be conducted in part by telephone, or by mail. The Secretary of the Society shall act as the Secretary of the Executive Advisory Board and shall maintain appropriate minutes of its proceedings.

Section 4. Quorum. The presence at a meeting of at least one-third of the entire Executive Advisory Board shall be necessary to constitute a quorum for the transaction of business, and the act of the majority of the members present at such meetings at which a quorum is present shall be the act of the Executive Advisory Board.

ARTICLE VIII

CHAPTERS

Section 1. Organization. Chapters may be formed by any member of the Society subject to the approval 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. 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 in publicizing local events. Each Chapter shall have a Chapter Chairman listed in the Society Directory.

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 or Regional Meeting, provided that he pays all charges incurred by the guest and informs the person in charge sufficiently in advance so suitable arrangements can be made. No individual shall be a guest of the Society on more than three occasions.

Section 4. Chapter Chairman. Each Chapter shall have a Chairman, 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 Chairman, whenever, in its judgement the interests of the Society will be served thereby. The office of the Chapter Chairmen may be filled by an individual or a couple acting jointly. Chapter Chairmen may succeed themselves. If desired, subordinate officers may be elected by the Chapter members (secretary, treasurer, etc.). The Chairmen shall have charge of all Chapter activities, recruit members, appoint Chapter committees as needed and see that Chapter activities are reported to the Executive Director for potential national publication. Chapter activities shall be self supporting, the cost being prorated among those attending. No monies shall be sent by the National Office to subsidize local activities.

ARTICLE IX

CORPORATE SEAL

Section 1. The Board of Directors shall provide a suitable seal containing the name of the Society, which seal shall be in 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

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Society shall begin on the first day of September in each year, and end on the thirty-first day of August in each 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 an auditing 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 shall be submitted at the annual meeting of the members and filed with the Secretary of the Society.

Section 4. Execution of Corporate Documents. With the prior authorization of the Board of Directors, notes 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 reasonably incurred by him in the connection with any action, suit or proceeding to which he may be made a party by reason of his being, or having been an officer, a director, or an employee of the Society, except in relation to matters as to which he shall be finally adjudged in such action, suit, or proceeding to have been derelict in the performance of his duty as officer, or 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, either at its first meeting or first regular meeting thereafter.

Section 7. Parliamentary Authority. The rules contained in the current 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.

Section 8. 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 only in accordance with the applicable regulations of the Internal Revenue Service and provisions of the Internal Revenue Code then in force.

~~**Section 9.** The candidate for Director At Large in the 1990 election who receives the highest number of votes shall serve for two years. The candidate with the second highest number of votes shall serve for one year. The provisions of Section 2 of Article IV concerning the annual election of one Director At Large each year for a term of two years shall become effective with the mail ballot to be held in 1991. All changes concerning the office of Executive Director shall become effective January 1, 1992. This Section shall expire January 2, 1992 and thereafter shall be deleted from these Bylaws.~~

ARTICLE XI

AMENDMENTS

Section 1. Balloting. These Bylaws and the provision herein may be altered, amended or repealed ("changed") by a majority of those members voting in a mail ballot of the entire membership in which at least 20% of the eligible votes are cast. If less than 20% of the total active membership of the Society responds to a mail ballot, the sponsor of the proposed change to the Bylaws may bring the question to the floor at the next annual national membership meeting.

Section 2. Review and Approval. Prior to being submitted to the membership of the Society for mail ballot, 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 mail ballot upon presentation, to the Executive Director, of a petition signed by at least one hundred (100) members of the Society.

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