

ENOLOGICAL SOCIETY OF THE PACIFIC NORTHWEST
SEATTLE CHAPTER BYLAWS
(Revised 05-05-03)

PREAMBLE

The Greater Seattle Chapter of the Enological Society of the Pacific Northwest (hereafter known as the Chapter) is a not-for-profit organization dedicated to the education of its members in viticulture, enology, and the appreciation, enjoyment, knowledge and proper usage of wine.

1. MEMBERSHIP

1.1. GENERAL Any person, twenty-one (21) or more years of age, is eligible for membership. Membership shall commence upon acceptance by the Chapter of an application and receipt of dues. Each member is entitled to attend all Chapter meetings, receive informational and educational materials distributed by the Chapter, and voting privileges. Members from other chapters of the Enological Society of the Pacific Northwest are entitled to member prices at this Chapter's events.

1.2. MEETINGS

1.2.1. ANNUAL MEETING The annual meeting shall be held on the second Wednesday in March, of each year, at a time and place designated by the Board of Directors (hereafter known as the Board); or at such other time and place, as the Board may direct. The purpose of the meeting shall be the election of Directors and for transaction of such other business as may come before the membership.

1.2.2. SPECIAL MEETINGS Special Meetings of the membership may be held from time to time, as deemed necessary by the President or the Board, or by petition of five percent (5%) of the membership.

1.2.3. NOTICE Written notice of both annual and special meetings shall be given to the membership at least four (4) weeks prior to the meeting. The notice shall state the time and place of the meeting, plus must contain a brief statement of the agenda. Any subject may be brought before the membership at the annual meeting, whether or not set forth in the notice; however, special meetings can only deal with the agenda as published.

1.2.4. QUORUM A quorum *at* any membership meeting shall consist of those members present. A majority of those present in person or by properly assigned proxy may transact such business as shall come before the membership during the meeting.

1.2.5. PROCEDURE The President, or in his absence, the next highest officer in rank present, shall preside at membership meetings. Meetings shall be conducted under *ROBERTS RULES OF ORDER, REVISED*. A two-thirds (2/3) vote of those present in person or by proxy, shall be required to suspend the rules.

1.3. VOTING Each member shall be entitled to one (1) vote, which may be cast in person, by prior written proxy, or upon resolution by the Board, by mail.

1.4. DUES The amount of annual dues shall be determined from time to time by the Board. Membership shall commence upon acceptance by the Chapter of the application and receipt of dues and shall continue until the last day of the twelfth (12) month thereafter, which will be the renewal date. Any member whose dues have not been received within thirty (30) days after the renewal date shall be automatically dropped from membership.

- 1.5. NON-ASSIGNABILITY Membership shall not be transferable.
- 1.6. TERMINATION OF MEMBERSHIP The membership of any member may be terminated by the Board for cause, including but not limited to non-payment of dues. A terminated member may request a hearing before an officer or committee designated for such purpose by the Board.

2. BOARD OF DIRECTORS

- 2.1. GENERAL The business and property of the Chapter shall be managed by the Board, which shall include the officers designated in Section 3.1, and others, as elected by the membership. The Board shall consist of no less than fifteen (15) or more than twenty-five (25) Directors.
- 2.2. TENURE Each Director shall serve for two (2) years and until a successor has been elected. Terms shall be staggered so that only approximately one-half (1/2) of the Director positions re up for election at each annual meeting.
- 2.3. NOMINATIONS In December of each year, the President shall present to the Board, for its advice and consent, a nominating committee consisting of five (5) members: two (2) of whom shall be Directors and three (3) who are neither Officers or Directors. At the annual meeting of members, the nominating committee shall submit nominees for election as Directors, at least one of whom shall be a member not currently serving as a Director. Nominations from the floor will only be accepted at the program meeting prior to the annual meeting. That meeting will be designated as a special membership meeting. All nominees must be reviewed by the Nominating Committee in order to be recommended for election.
- 2.4. VACANCY, ABSENCE OR REMOVAL OF DIRECTORS Any vacancy occurring on the Board may be filled by appointment by the President for the remainder of the expired term. The Board, by a two-thirds (2/3) vote of those serving, may remove a Director at any time with or without cause. The office of the Director may be declared vacant if such Director is absent for three (3) Board meetings in a twelve (12) month period, generally April through March, without a satisfactory excuse.
- 2.5. BOARD MEETINGS The Board shall meet monthly at a time and place designated by the President. Special meetings may be at such times and places as the President or five (5) Directors shall designate by giving seven (7) days oral or written notice thereof. Presence at any meeting shall constitute waiver of notice thereof.
 - 2.5.1. QUORUM One-half (1/2) of the number of Directors serving as such shall constitute a quorum. Except as otherwise specifically provided herein, the act of a majority of Directors present at a meeting at which a quorum is present shall be an act of the Board.
 - 2.5.2. PROCEDURE Board meetings shall be conducted under *ROBERTS RULES OF ORDER, REVISED*. A two-thirds (2/3) vote of those present in person or by proxy shall be required to suspend the rules.
 - 2.5.3. MINUTES The Chapter Secretary shall serve as the Secretary of the Board and take minutes at all regular meetings and at such other times as the President may direct.
- 2.6. PRESIDING OFFICER The President shall act as Chairman of the Board.
- 2.7. EXECUTIVE COMMITTEE The Executive Committee shall consist of the Officers of the Chapter. The Executive Committee shall act as a planning body in development of the activities of the Chapter. Board approval shall be required to implement planning and activities recommended by the Executive Committee. The Executive Committee is not to be construed as a policy-making substitute for the Board. Minutes of the Executive Committee meetings shall be distributed to the Board at or prior to the next regularly scheduled Board meeting.

- 2.7.1. SPECIAL "AD HOC" SUPPORT On occasion, it may be advisable to call upon a Director or other individual to provide expertise in support of the Society. The President, at his discretion, may solicit such support and invite the individual(s) providing the expertise to participate as advisors in the Executive Committee meetings. Such appointments will be ad hoc in nature; i.e. for specific purposes or activities and will terminate upon completion of the subject or activity.
- 2.8. ORIENTATION Upon election to the Board, a new Director will be required to go through an orientation program. This will assure that the new Director is well equipped to properly function as a Board member. The format will be based upon criteria determined by the Board.
- 2.9. COMMITTEE RESPONSIBILITIES Each and every Board member will have specific committee responsibilities. These may be determined by the Board member's preference or as assigned by the President when the need arises.
- 2.10. HONORARY OFFICERS AND/OR DIRECTOR EMERITUS The Chapter, through the nomination and election process described herein, or by a majority vote of the Board at a regular meeting, may recognize those past members of the Board who have given special service to the Society by naming them "Director Emeritus" for life. Those members so elected will be advised of all Chapter and Board activities through distribution of meeting notices and minutes and may participate, without voting rights, in Board meetings.
- 2.11. DIRECTOR SERVICE AWARD The Chapter may recognize past members of the Board who have given long and special service to the Society and who have served as a Director for at least ten (10) years by awarding the "Director Service Award".
3. OFFICERS
- 3.1. OFFICERS The officers of the Chapter shall consist of the President, not more than three (3) Vice-Presidents, a Secretary and a Treasurer. Each shall perform the duties usually incident to each office.
- 3.2. NOMINATIONS Within ten (10) days after the annual meeting of the membership in even-numbered years, the nomination committee shall submit to the Board the names of at least one member of the Board for each of the offices. Annually, if necessary, the committee shall also submit to the Board the names of nominees to be delegates to the Board of Directors of the Entomological Society of the Pacific Northwest. The President shall automatically be a delegate and shall resign that post upon the end of his term as President.
- 3.3. ELECTION TENURE The officers shall be elected from among the current Board members by the Board at the Board meeting next following the annual meeting. Each officer shall serve for two (2) years and until a successor shall have been elected. The immediate Past President will continue to serve as a Board member and as a member of the Executive Committee for one (1) additional year.
- 3.4. VACANCIES A vacancy in any office may be filled by the Board for the unexpired portion of the term.
- 3.5. REMOVAL The Board, by a two-thirds (2/3) vote of those serving, may remove any officer at any time, with or without cause.
4. COMMITTEES
- 4.1. STANDING COMMITTEES Standing Committees shall include: Administration, Finance, Communications/Marketing, Membership, Programs, Wine Fair/Special Events and Festival.

The President shall appoint the chair of each standing committee with the approval of the Board. Committee budgets must be approved by the Board and accounted to the Board. The Treasurer shall automatically be Chair of the Finance Committee.

- 4.1.1. Administration. Administration is responsible for managing the general operating budget for the chapter, including communications and membership, and controlling chapter property and inventory.
 - 4.1.2. Finance. Finance is responsible for managing chapter cash flow, paying the bills, discharging chapter obligations for taxes and insurance, conducting audits, and filing such reports as are appropriate to the Board and other entities.
 - 4.1.3. Communications/Marketing. Communications is responsible for Web site, newsletters, brochures, e-mail and other information services. Marketing is responsible for determining the programs and services that best meet the desires and needs of our membership. Marketing conducts any research, surveys, polls, etc. that guide the Society's choice of activities. Communications/Marketing works to enhance our image to our members and the general public, and is responsible for managing its budget as approved by the Board.
 - 4.1.4. Membership. Membership is responsible for servicing and growing memberships in the chapter by maintaining a complete and accurate roster of members, notifying members of renewals, promoting new memberships, providing swift reconciliation of membership problems, and developing and maintaining value added member benefits.
 - 4.1.5. Programs. Programs is responsible for producing nine monthly programs September through May, managing its budget as approved by the Board, and developing volunteers for more responsible positions in the chapter.
 - 4.1.6. Wine Fair/Special Events. These events are responsible for producing such events as the Board of Directors determines, managing an event's individual budget as approved by the Board, and developing volunteers for more responsible positions in the chapter. On a case by case basis, events may be Society events exclusively, or open to the public.
 - 4.1.7. Festival. Festival is responsible for producing the annual summer wine & food festival and judging of northwest wines, managing its budget as approved by the Board, and developing volunteers for more responsible positions in the chapter.
 - 4.2. SPECIAL COMMITTEES. The President may appoint special committees responsible for staging specific events or programs, or for the purpose of performing specific administrative and functional duties.
5. EMPLOYEES
- 5.1. SUPPORT PERSONNEL. The Board may employ and discharge such persons as deemed necessary to perform support functions for the Chapter.
 - 5.2. LICENSED CONTRACTORS. The Board may employ outside contractor(s) for the Wine Fair, Wine Festival and other special events to provide services, which may not be available through Society membership.
6. INDEMNIFICATION AND INSURANCE

The corporation shall indemnify and advance costs to past and present directors, trustees, and officers of the corporation, and may indemnify and advance costs to any other person who is made a party to a proceeding by reason of his, her, or its association with the corporation, all to the fullest extent permitted by, and upon compliance with, the Washington Nonprofit Corporation Act and RCW 23A.08.026, provided

that no such indemnity shall indemnify any director, officer or other such person from or on account acts or omissions of such director, officer or other person finally adjudged to be intentional misconduct or a knowing violation of law, or from or on account of any transaction with respect to which it was finally adjudged that such director, officer or other person personally received a benefit in money, property, or services to which the director, officer or other person was not legally entitled. Any such indemnity shall continue as to a person who has ceased to be a director, trustee, officer or agent of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee, or agent of the corporation, or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against and incurred by that person in such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify under the provisions of RCW 23A.08.026.

The President shall make all reasonable effort to ensure that the Society carries out its responsibility to obtain liability insurance to protect the officers and directors of the Chapter. The President shall advise the officers and directors of the Chapter of any unavoidable lapse in insurance coverage. In no event, however, shall anyone have any right of action against the Chapter, or any officer, director, or member thereof for failure to obtain or maintain such insurance.

7. RESTRICTIONS AND LIMITATIONS

No portion of the assets of the Chapter shall pass to any member, nor shall any member have claim or rights to the title or interest in or to the property or assets of the Chapter.

The authority to represent the Chapter in all matters is vested in the President or such person as the President may from time to time designate to represent the Chapter for a specific time and purpose. No member shall publicly express personal opinions or positions as those of the Chapter, nor commit or imply sponsorship of any event or product in the name of the Chapter without the explicit knowledge and approval of the President.

8. AMENDMENTS

Amendments to these Bylaws may be initiated by any member and submitted to the Board or internally submitted by a Board member. Upon Board approval, proposed amendments shall be submitted to the Executive Committee for review. The Executive Committee shall present the recommended amendment to the Board at one Board meeting to be voted at the next Board meeting. Upon such approval, the Secretary shall update the Bylaws and distribute new copies to the Board members and announce the change in the Chapter newsletter.

Dated

Appropriate signatures