

**BYLAWS**

**OF**

**WINE SOCIETY OF TEXAS**

**A NON-PROFIT CORPORATION**

**ARTICLE I**

**NAME OF CORPORATION**

 **Section 1. Name of Corporation.** This association, which is a Texas nonprofit corporation recognized by the IRS as an Internal Revenue Code section 501(c)(3) organization “WINE SOCIETY OF TEXAS”, also referred to as the “Society”. The Society was founded in September 1996 in Arlington, Tarrant County, Texas, and was incorporated October 31, 1996, in the State of Texas as a non-profit corporation.

**ARTICLE II**

**MISSION**

 **Section 1. Mission.** Our mission is to promote the appreciation and understanding of wine through immersive experiences at local wineries, educational events, and by supporting the next generation of wine professionals through scholarships in the field of oenology and viticulture.

We strive to create a welcoming and inclusive community for all those who share an interest or passion for wine.

**ARTICLE III**

**MEMBERSHIP**

 **Section 1. Eligibility.** Membership in this Society shall be open to all adults twenty-one years (21) of age or older, who are genuinely interested in the stated mission of the Society. The use of the masculine term shall include the feminine in these Bylaws and any special rules of order the Society may adopt.

 **Section 2. Membership Classes**. Membership in the Society shall be divided into the following designated classes:

A. Young Adult Membership shall have one vote.

B. Individual Membership shall have one vote.

C. Dual Membership (his or her spouse, each) shall have two votes.

D. Supporting Membership shall have two votes.

E. Corporate Membership (individuals in the wine industry) shall have four votes.

 **Section 3. Removal.** Except as required by law, any member may be removed from membership by the Chapter Chair with cause.

 **Section 4. Voting Rights**. Each member shall be entitled to vote, in accordance with the provisions of Section 2, on each matter submitted to a vote of the members.

 **Section 5. Annual Dues**. Annual membership dues shall be set by the Board of Directors and are payable on or before January 1 each year. Members who have not paid by April 1 shall be dropped from the membership. Membership shall be reinstated upon payment of annual dues.

**ARTICLE IV**

**BOARD OF DIRECTORS**

 **Section 1. Number and Qualifications**. The affairs of the Society shall be governed by a Board of Directors composed of ten (10) 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 (5) directors. The Board of Directors shall be elected on odd number years and will serve until the next election at the annual meeting of the Society.

 **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 functions 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. Vacancies.** Vacancies on the Board of Directors shall be filled by the appointment of an active member of the Society by the remaining members of the Board of Directors.

 **Section 4. Resignations of Directors.** Any member of the Board may resign by submitting a written resignation letter to the President and getting approval from the Board.

 **Section 5. Removal of Directors.** One or more of the directors, including elected officers, may be removed with cause by a vote of the majority of the Board of Directors at a regular or special meeting. A successor may then and there be appointed to fill the vacancy thus created. Any director whose removal has been proposed shall be given an opportunity to be heard at the next Board of Directors meeting.

 **Section 6. Compensation.** No compensation shall be paid to the directors or officers for their services. Directors and officers may be reimbursed for actual expenses incurred by them in the performance of their duties.

 **Section 7. Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined by the majority of the directors, but at least 4 meetings per year. Such meetings shall be held in accordance with the schedule submitted by the President and approved by the Board of Directors.

 **Section 8. Special Meetings.** Special meetings of the Board of Directors may be called by the President by giving ten (10) days’ notice to each director, either personally by mail, telephone, or electronic communication, such 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 request of at least three (3) directors.

 **Section 9. Waiver of Notice.** Directors may waive meeting notices by electronic communication. Their meeting attendance also signifies the waiver of the time, place, and purpose notice.

 **Section 10. Quorum.** At all meetings of the Board of Directors, a simple majority of the directors shall constitute a quorum for the transaction of business, and the acts of most 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 Meetings.** Meetings of the Board of Directors may be held in person, by virtual platform or by conference telephone call.

 **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 chairpersons shall be reimbursed to the extent budgeted by the Board for the expenses incurred in carrying out the responsibilities of their committees upon presentation of itemized bills to the Treasurer.

**ARTICLE V**

**OFFICERS**

 **Section 1. Designation.** The officers of the Society shall be a President, a Secretary, and a Treasurer. All shall be elected by the members of the Society. Such Officers shall be a member in good standing of the Society. No two offices may be held by the same person.

 **Section 2. President.** The President shall be the Chief Executive Officer (CEO) of the Society. He shall preside over all meetings of the membership and of the Board of Directors. He shall have powers typical of a Society president and can appoint committees to aid in the Society’s affairs.

 **Section 3. Secretary.** The Secretary maintains the minutes of Board and membership meetings. They undertake the typical duties of a society secretary and any additional tasks assigned by the Board or President. In the absence of the President, the Secretary assumes his roles.

 **Section 4. Treasurer.** The Treasurer shall have custody of all funds and securities, including the scholarship fund; 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 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 to the Board of Directors. The Treasurer shall monitor the local chapter Treasurers activity.

 **Section 5. Vacancies.** In the event of an office vacancy the board may appoint a replacement to serve the remaining term.

 **Section 6. Terms of Office.** The term of office of Committee Chairperson shall be coexistent with that of the President.

**ARTICLE VI**

**ANNUAL MEETINGS OF MEMBERS AND ELECTIONS**

 **Section 1. Annual Meetings**. The annual meeting of the members of the Society shall be held during the second weekend in June or whenever is deemed appropriate by the host chapter.

 **Section 2. Special Meetings.** Special meetings may be called by the President or by a resolution adopted by the Board, or by at least ten percent (10%) of the members.

 **Section 3. Quorum.** A quorum requires 20% of members in person, or by electronic means, or via proxy.

 **Section 4. Voting.** Each attending member has a vote. Majority votes pass unless otherwise stipulated.

 **Section 5. Nominations for Board of Directors**. Board or individual society members may nominate a candidate for each position on the Board of Directors by submitting a letter or electronic communication to the President.

 **Section 6. Voting for Board Positions.** The President shall facilitate the voting process. Members in good standing may vote by electronic means or by mail. In the event of a tie vote for any office, an additional ballot listing the names of those who were tied will be given to all members.

**ARTICLE VII**

**CHAPTERS**

 **Section 1. Chapters**. Chapters may be formed by any 10 members of the Society subject to the approval of the Board of Directors. The activities of each chapter will be in furtherance of the mission for which the Society 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 State organization and are self-supporting. The State office assists in organizing chapters and in publicizing local events. Each Chapter shall have a Chapter Chairperson and a Treasurer.

 **Section 2. Membership**. State membership is required for chapter membership.

 **Section 3. Chapter Chairperson.** Each Chapter shall have a Chairperson, initially selected by the members at the organizational meeting. If desired, subordinate officers may be elected by the Chapter members. The Chairperson shall oversee all Chapter activities. Chapter activities shall be self-supporting. No monies shall be sent by the State Office to subsidize local activities. The Chapter Chairperson will serve until resignation, removal, election, or death. The Board may remove any Chapter Chairperson, whenever, in its judgement, the interests of the Society will be served thereby.

**Section 4. Chapter Treasurer.** The Chapter Treasurer shall be selected by the Chapter Chairperson and will serve until resignation, removal, election, or death. The Treasurer shall have custody of all Chapter funds and shall keep a full and accurate account of all receipts and disbursements in books belonging to the Chapter. He shall disburse all funds raised for the scholarship fund to the state Treasurer. He will coordinate with the state Treasurer on bank accounts. The Chapter Treasurer will pursue all Chapter members paying their dues.

**ARTICLE VIII**

**MISCELLANEOUS**

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

 **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 can be reviewed by an auditing committee appointed by the President. The Treasurer of the Society shall cause to be prepared a full and correct statement of the fiscal affairs of the Society, prepared in accordance with “generally accepted accounting principles” which shall be submitted to the Board of Directors 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 Secretary, or the Treasurer.

 **Section 5. Indemnity.** To the extent permitted by law, each volunteer, officer, or Board member of the Society shall be indemnified by the Society against costs and expenses reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their being, or having been an volunteer, officer, or a Board member of the Society, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to have committed gross misconduct in the performance of their duty as an volunteer, officer, or Board member.

 **Section 6. 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 7. Dissolution of 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 regulation of the Internal Revenue Service (IRS) and provisions of the Internal Revenue Code then in force.

**ARTICLE IX**

**AMENDMENTS TO BYLAWS**

 **Section 1. Balloting.** These Bylaws can be changed through electronic or mail ballot with at least 20%-member participation.

 **Section 2. Review and Approval.** Prior to being submitted to the membership of the Society for 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 ballot upon presentation, to the President, of a petition signed by at least 51% of the members of the Society.