

Bylaws of The CMAA Wine Society

Preamble

Wine, as a gift from God, has been used for a food and symbolic beverage for centuries while Mankind has been privileged to enjoy and appreciate its value. Wine, as a gift of nature, has experienced a growth in consumption and appreciation as a result of Mankind's gift of knowledge. Therefore, we bind together, through this Wine Society, to enjoy and appreciate the use of wine by telling of these gifts to the world and by the teaching of restraint and reason.

Article I NAME; PURPOSES

Section 1. Name. The name of the organization shall be THE CMAA WINE SOCIETY (the "Society").

Section 2. Purposes. The Society is organized as a specialized membership division within the Club Management Association of America ("CMAA") to promote the knowledge and appreciation of wine by those in the club management industry through education and fellowship, providing resources and funding for continuing wine education. The Society shall strive to present education programs that properly represent the art and science of enology. Furthermore, the Society shall connect and honor individuals who support the vines and wines of the world. All actions of the Society shall be subject to approval by the Board of Directors of CMAA.

Article II CMAA

Section 1. Powers of CMAA. As a division of CMAA, all actions of the Society shall be subject to the approval of CMAA; any decision made by the Society may be affirmed, amended, or overturned by CMAA. Notwithstanding any other provision of these Bylaws, the Society shall not take any of the following actions without the prior approval by CMAA:

- a) The adoption of the Society's annual operating budget;
- b) The expenditure of amounts in excess of the Society's approved annual operating budget; and
- c) The amendment of these Bylaws.

Section 2. Action by CMAA. The action of the Board of Directors of CMAA shall be deemed the action of CMAA. Action by CMAA with regard to the affairs of the Society shall be taken in accordance with the articles of incorporation and bylaws of CMAA.

Article III
MEMBERSHIP

Section 1. Categories.

There shall be four (4) categories of membership as follows, with the qualifications and rights as set forth below: Professional, Colleague, Retired, and Honorary (Professional or Elected).

A. Professional.

Upon proper completion of a written application in a form provided by the Society, any person eligible for Professional membership under these Bylaws may be accepted for membership and classified as a Professional member.

(1) Eligibility. A person who is a current CMAA member and not less than twenty-one (21) years of age at the time of applying for and election to membership in the Society is eligible for Professional membership. CMAA Student members may not apply for membership in the Society.

(2) Rights. Professional members of the Society shall be eligible to hold elective office and take part in all business and affairs of the Society. Each Professional member shall have the right to cast one (1) vote on all matters submitted to a vote of the membership.

(3) Continuation while Unemployed Status. As a condition of CMAA's Professional membership classification, a Society Professional member who becomes unemployed and is actively seeking employment in the club management profession may continue as a Professional member for the period for which dues have been paid, and is eligible to remain a Professional member for up to one (1) additional year ("Continuation while Unemployed Status"), pursuant to terms and conditions set forth in CMAA's Policy Manual. Following the completion of the one (1) additional year, if the member remains unemployed, the member shall cease to be a member of the Society.

B. Colleague.

Upon proper completion of a written application in a form provided by the Society, any person eligible for Colleague membership under these Bylaws may be accepted for membership and classified as a Colleague member.

(1) Eligibility. A person who is not a current CMAA member and not less than twenty-one (21) years of age at the time of applying for and election to membership in the Society is eligible for Colleague membership. The individual must be from a club that has both a CMAA and a Society member.

(2) Rights. Colleague members of the Society shall be eligible to take part in all business and affairs of the Society, but shall not be eligible to vote or hold elective office.

C. Retired.

Upon notification, a Professional member who is at least sixty-five (65) years old and is no longer working full time – or is disabled and unable to work – may be transferred to Retired membership status. A Professional member who has not attained the age of sixty-five (65) years and is no longer working full time may transfer to Retired status if the sum of the member’s age and the number of full years of membership in the Society (at least 10) equals or exceeds seventy-five (75). Retired members shall be entitled to all privileges of the Society and shall be eligible to vote, but may not hold elective office.

D. Honorary (Professional or Elected).

Upon the written request of three (3) or more voting members, the Board of Managers may, at its discretion, elect as an Honorary member any individual who has rendered special service of value for the promotion and advancement of the welfare of the Society. The written request shall state the nature of the services rendered and the results obtained. When Professional or Retired members of the Society are so honored, they shall not lose their status as, and privileges afforded to, a Professional or Retired member, including the right to vote; but in the event an Honorary membership is conferred upon an individual who is not a club management professional, or not a Professional or Retired member of the Society, said Honorary member shall have no right to vote and shall hold no elective office.

E. Voting Members.

Professional members, including those with a Continuation while Unemployed status, Retired members, and Honorary Professional members, shall be collectively referred to in these Bylaws as the “Voting Members”.

Section 2. Suspension and Expulsion.

A member may be suspended for a specific period of time, or may be expelled, for cause, including, but not limited to, material violations of these Bylaws or applicable law. Written notice of the proposed suspension or expulsion and the reasons for such suspension or expulsion, as well as the time and place of the meeting of the Board of Managers at which the member’s suspension or expulsion will be considered and the member’s right to present defenses to the charges at the hearing, shall be sent by registered mail at least fifteen (15) days before the hearing to the member at the member’s last known address. Such suspension or expulsion shall require the vote of two-thirds of the Board of Managers then in office following the hearing.

**Article IV
DUES AND FEES**

Section 1. Administrative Fee.

The Board of Managers shall determine what administrative fee, if any, shall be paid.

Section 2. Dues.

All dues and assessments shall become payable by November 1 of each year, which shall cover the Society's fiscal year. The amount of annual dues in each membership category shall be set by the Board of Managers.

All applications for membership shall be accompanied by a remittance for a full year's dues/fees as determined by the Board of Managers. On memberships which become effective between April 1 and August 31 in any year, fifty percent (50%) of these dues/fees shall be collected upon application. Memberships which become effective on or after September 1 in any year shall be exempt from dues/fees for the remainder of the fiscal year and the entire amount shall be applied to the ensuing year's dues.

There shall be no dues for Honorary Members.

Section 3. Assessments.

The Board of Managers shall have power to levy an assessment during each fiscal year. Such special assessments may not be levied upon Retired or Honorary Members.

Section 4. Refunds.

No dues/fees shall be refunded to any member whose membership terminates for any reason.

Section 5. Penalties for Nonpayment.

Any member who shall be in arrears for dues or assessment, or both, for a period of two (2) months from and after November 1 of any year shall be notified and dropped from the membership rolls of the Society if such member fails to submit payment within fifteen (15) days of such notice.

**Article V
MEETING OF MEMBERS AND VOTING**

Section 1. Annual Meeting.

The Society shall hold its Annual Meeting at such time and place as may be named by the Board of Managers, after giving suitable notice to all members as to the date of such meeting.

Section 2. Special Meetings.

Special meetings of the Society members may be called by the Host upon the request of a majority of the Board of Managers then in office, or upon the request of ten percent (10%) of the Voting Members. Special meetings of the Society members may be held at such place as the Board of Managers shall designate.

Section 3. Notice and Waiver.

Notice of any Annual or special meeting of the Voting Members must be provided to each Voting Member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than sixty (60) days before the date set for such a meeting, and must include the time, date, place, and purpose of such meeting. A Voting Member's attendance at a meeting, in person or by proxy, shall constitute a waiver of objection to lack of notice or defective notice of the meeting, unless the Voting Member objects at the beginning of the meeting or transacting certain business at the meeting.

Section 4. Quorum and Action of Members.

Ten percent (10%) of the Voting Members present in person or by proxy shall constitute a quorum for the transaction of business at any Annual or special meetings. Unless otherwise specified in these Bylaws, any action receiving the approval of a majority of the Voting Members at a meeting at which a quorum is satisfied shall be the act of the Voting Members.

Section 5. Order of Business

The order of business at any meeting shall be set by the Host in consultation with the Board of Managers, provided that the order of business at any meeting may be altered or suspended by a vote of the majority of Voting Members present at a meeting at which quorum is present. The Kitchenmaster shall ensure that only current Voting Members of the Society are permitted to vote at the meeting.

Section 6. Action by Ballot

Any action that the Voting Members are required or permitted to take at the Annual Meeting or a special meeting, including the election of Managers, may be taken without a meeting if the Society provides a ballot to each Voting Member. The ballot must: (a) set forth each proposed action; (b) provide an opportunity for the members to vote for or against each proposed action; (c) specify a time by which the Society must receive a ballot in order to be counted as the vote of the Voting Member, which time shall not be less than twenty (20) nor more than ninety (90) days after the date the Society provides the ballot to the Voting Members. An action is considered approved by the Voting Members if the total number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by Voting Members present was the same as the number of votes cast by ballot.

Article VI OFFICERS

Section 1. Eligibility. All Officers shall be chosen from among the members of the Board of Managers and must be Professional members.

Section 2. Election of Officers.

The Officers of the Society shall be the Immediate Past Host, Host, Cellarmaster, and Kitchenmaster. A current member(s) of the Board of Managers may be nominated for the office of Kitchenmaster by expressing such interest in writing to the Host and CMAA by May 31 of each year. The Board of Managers will elect, by confidential ballot, a Kitchenmaster from within its ranks at its summer Board conference call. Once elected, The Kitchenmaster shall ascend to the offices of Cellarmaster, Host, and Immediate Past Host unless the Board of Managers determines that such ascension should not occur and removes the individual from office pursuant to Section 9 of this Article or such individual no longer qualifies as a Professional member immediately prior to ascending to the next office position and beginning the term in such office.

In voting for any candidate for office, if there is more than one candidate, the candidate receiving the most votes shall be declared the winner.

Section 3. Term.

Each Officer shall hold office for a term of one (1) year, provided, however, that Officers shall serve until their successors have been duly elected and qualified. An Officer may only serve one full term in any office.

Section 4. The Host.

The Host shall be the primary elected officer of the Society and shall be accountable for its fiscal affairs. The Host shall preside at all meetings of the Board of Managers and at all meetings of the members; shall make appointments to all committees in accordance with Article IX, Section 4; shall be a voting member of the Executive Committee; and shall be an ex-officio member without voting privileges, of all other committees, except the Nominating Committee. The Host shall decide all questions of order of any meeting over which the Host resides. At any meeting of the Board of Managers, the Host shall cast the deciding vote in all cases where a second ballot is equally divided and shall sign all papers and other documents that may require signature by the Society, which signature may be attested by The Kitchenmaster under the Society's seal.

Section 5. The Cellarmaster.

The Cellarmaster shall have the same authority as the Host as stated in Article VI, Section 4, in case of the inability of the Host to perform the duties of the office. In case of a vacancy occurring in the office of the Host, the Cellarmaster shall assume full duties of the Host until the next election.

Section 6. The Kitchenmaster.

The Kitchenmaster is the elected officer of the Society who shall perform all of the duties incident to the office of Secretary and Treasurer and such other duties as from time to time be assigned to him or her by the Host or by the Board. The Kitchenmaster shall supervise the recording of all meetings of the Society and of the Board of Managers. The Kitchenmaster shall see that all provisions of the Bylaws are accurately and faithfully administered by the Host. The Kitchenmaster is responsible, with CMAA, to see that any excess Society funds are safely invested. The Kitchenmaster shall: see that accurate records are kept at the Society which reflect true accounting of the Society's fiscal affairs; make a report to the Membership at the Annual Meeting regarding the affairs of this office; be responsible for all monies of the Society; and monitor the receipt and disbursement of such funds.

Section 7. Reports.

The reports of all Officers of the Society shall be available by the Annual Meeting.

Section 8. Removal.

The Board of Managers may remove an Officer for cause by a two-thirds (2/3) vote of the Board of Managers. CMAA may also remove an Officer for cause.

Section 9. Vacancies.

The Board of Managers shall, by a majority vote, fill all vacancies in elective offices until the next annual election. In the event that the Host is unable to perform the duties of the office, the Cellarmaster shall assume the full duties of the Host. In the case of a vacancy occurring in the office of Cellarmaster, The Kitchenmaster shall assume the full duties of the Cellarmaster until the next annual election.

In the case of simultaneous vacancies occurring in all officerships and managerships of the Board of Managers, the line of authority will flow to the most recent Immediate Past Host who, health permitting, is willing to serve as Chairman of a Society Organizing Committee. The second most recent Past Host will serve as Vice Chairman of the Society Organizing Committee. The third most recent Past Host will also serve on the Committee.

The Committee shall proceed to reorganize the Society's leadership and call a meeting with this purpose within thirty (30) days upon assuming their posts. The Chairman and Vice Chairman of said Society Organizing Committee will have fiscal authority over the Society's bank accounts. Bank resolutions will be drawn vesting the power of the Chairman and Vice Chairman's signatures for the disbursement of the Society's funds for the payment of bills and other obligations.

Article VII
BOARD OF MANAGERS

Section 1. Authority and Responsibility.

The governing body of this Society shall be the Board of Managers. Subject to the discretion of CMAA, the Board of Managers shall have supervision, control, and direction of the affairs of the Society, its committees, and publications; shall determine its policies or changes therein; and shall actively execute its objectives and supervise the disbursement of its funds. The Board of Managers may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 2. Number and Composition of Managers; Election.

The Board of Managers shall consist of eleven (11) Managers, four (4) of whom shall be Officers as prescribed under Article VI, and seven (7) of whom shall be Managers elected for staggered terms of up to three (3) years, with at least three (3) such Managers being elected each year by the Voting Members at the Annual Meeting.

Section 3. Manner of Nomination.

The Nominating Committee shall present the Voting Members with a slate of candidates for open seats on the Board of Managers no later than fourteen (14) days prior to the Annual Meeting.

Section 4. Eligibility.

Managers of the Society shall be Professional members. In the event that a Manager becomes unemployed and remains so during the term as Manager, the Manager may continue to serve as a Manager for a period not to exceed twelve (12) months while the Manager is on Continuation While Unemployed status. Managers are eligible for re-election during that period, but such re-election does not extend the twelve (12) month period. Any Manager leaving the club management field for another line of work shall be ineligible to serve as Manager and shall be considered as having resigned as a Manager immediately.

Section 5. Term of Office.

The Managers, except for the Host, Cellarmaster, and Kitchenmaster, shall be elected for a term of up to three (3) years. The Host, Cellarmaster, and Kitchenmaster shall be elected for one (1) year terms and during such terms they shall also be members of the Board of Managers.

The retiring Host (the "Immediate Past Host") shall become an ex-officio voting member of the Board of Managers at the time the elected successor takes office and shall remain as an ex-officio voting member for one (1) year or until the successor as Host has retired from office, whichever occurs later.

No elective Manager shall serve more than two (2) elected consecutive terms as a Manager, which shall include partial terms served to fill a vacancy, in other than the capacity of an Officer.

Section 6. Removal.

The Voting Members may remove any Manager for cause by an affirmative vote of a majority of the Voting Members present at any regular or special meeting at which a quorum is present. CMAA may also remove any Manager for cause.

Section 7. Vacancies.

Any vacancy occurring on the Board of Managers between Annual Meetings shall be filled by the Board of Managers by majority vote. If the Managers remaining in office constitute less than a quorum of the Board of Managers, they may fill the vacancy by the affirmative vote of all of the Managers remaining in office.

Section 8. Meetings.

A. Regular.

A regular meeting of the Board of Managers shall be held at CMAA's Annual Meeting. Other regular meetings of the Board of Managers shall also be held at such time and places as the Board of Managers may by resolution decide.

B. Special Meetings.

Special Meetings of the Board of Managers may be called at any time by the Host by giving each Manager three (3) days' notice.

C. Remote Communication.

Any member of the Board of Managers may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear and communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

D. Quorum; Action of the Board.

A majority of the members of the Board of Managers then in office constitutes a quorum for the transaction of business. Any less number may adjourn from time to time until a quorum is present. The vote of a majority of the members of the Board of Managers present at a meeting at which a quorum is present constitutes the action of the Board of Managers, unless the vote of a larger number is required under these Bylaws.

E. Action Without Meeting

Action required or permitted to be taken at a meeting of the Board of Managers may

be taken without a meeting if, before or after the action, all members of the Board of Managers then in office consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board of Managers. The consent has the same effect as a vote of the Board of Managers.

Section 9. Order of Business.

The Board of Managers may, from time to time, determine the order of business at their meetings.

Section 10. Grievances.

Should a member have suffered an alleged injustice, the individual may submit such grievance to the Board of Managers for review. The decision of the Board of Managers shall be final and binding upon all interested parties. Such parties may appeal such decision to the Executive Committee, which may recommend reconsideration to the Board of Managers. All parties to such complaint shall be heard by the Board of Managers and notice of such hearing containing details of the grievance shall be mailed to the individual by Registered Mail at least 15 days before the date of such hearing. The notice of such hearing shall state the time and place of the hearing. Pending the rendering of a final decision by the Board of Managers, the individual shall retain membership in the Society.

**Article VIII
EXECUTIVE COMMITTEE**

Section 1. Authority and Responsibility.

The Executive Committee may act in place and stead of the Board of Managers between Board meetings on matters that have been delegated by the Board of Managers. Notwithstanding the foregoing, the Executive Committee shall not be delegated the following powers, unless the Board of Managers delegates any such power by an affirmative vote of two-thirds of the Board of Managers: adopt a general budget; purchase, sell, or lease any real property; fix annual dues and special fees or assessments; or elect Officers and successors to any office which becomes vacant. Actions of the Executive Committee shall be reported to the Board of Managers by mail or electronically or at the next Board meeting.

Section 2. Composition.

The Executive Committee shall consist of the Host as Chairman, the Cellarmaster, The Kitchenmaster, and the Immediate Past Host.

Section 3. Quorum and Action of the Committee.

Three voting members of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee. The Chairman of the Executive Committee shall call such meetings of the Executive Committee as the business of the Society may require, or a meeting shall be called on request of three voting members of the Executive

Committee. The act of a majority of the voting members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Article IX STANDING AND SPECIAL COMMITTEES

Section 1. Nominating Committee.

The Nominating Committee shall consist of the Immediate Past Host, acting as Chairman, and up to five other Professional members of the Society who shall be appointed by the Host and Immediate Past Host. Nominating Committee members shall be Professional members in good standing who represent a wide range of membership that is regionally represented. It shall nominate Professional members of the Society in good standing to serve as Managers and shall communicate such nominations to the Voting Members at least fourteen (14) days prior to the Annual Meeting.

Such Nominating Committee shall have the duty to nominate and present a slate of candidates for Managers equal to the number of available openings to the Board of Managers for election at the annual meeting.

Section 2. Bylaws & Policy Committee.

The Bylaws & Policy Committee shall consist of selected representatives from the Board of Managers or membership as appointed by the Host.

The function of the Bylaws & Policy Committee is to review and evaluate the Society's Bylaws, proposed amendments or repeals, and policies to confirm whether or not matters addressed are legally appropriate and in the best interest of the Society as presented by eligible voting members and the Board of Managers; and to prepare an annual report with recommendations to the Board of Managers for their consideration and approval.

Section 3. Wine Auction Committee.

The Wine Auction Committee shall consist of CMAA members who are appointed by the CMAA Chairman and Society members who are appointed by the Society's Board of Managers. The function of the Wine Auction Committee shall be to assist with the on-site setup of the Annual Wine Auction at the CMAA World Conference, including but not limited to: unpacking donated wines, item lotting, data input, and live auction setup.

Section 4. Committee Appointments.

The Host shall make appointments to all Standing and Special Committees, unless otherwise specified in these Bylaws, subject to approval by a majority of the Board of Managers. In addition, the Host has the authority to add members to any committee with the advice and consent of the Officers.

Section 5. Creation and Dissolution of Committees.

The Host shall monitor actions of the Standing and Special Committees and task forces of the Society and shall recommend to the Board of Managers on a regular basis, the creation, dissolution, and consolidation of these bodies.

**Article X
FINANCE**

Section 1. Fiscal Year.

The fiscal year of this Society shall begin on November 1 in each year, and shall end on October 31 of the following year.

Section 2. Authorized Signatures.

The Board of Managers shall, with the approval of a CMAA authorized signatory, authorize officers or officials to sign checks and vouchers on the Society's funds, in such amounts and such manner as shall be prescribed by the Board of Managers.

Section 3. Budget.

With oversight from CMAA, the Board of Managers shall recommend an annual operating budget covering all activities of the Society, to be included within CMAA's overall operating budget and to be approved by the CMAA Board of Directors.

Within sixty (60) days following completion of CMAA's audit, The Kitchenmaster shall furnish the membership with a financial report for the fiscal year just concluded.

**Article XI
WAIVER OF NOTICE**

Any notice in these Bylaws prescribed may be waived, and attendance at the meeting shall be construed as a waiver of notice thereof.

**Article XII
INDEMNIFICATION**

Every Manager, Officer, and CMAA employee who directly oversees and manages this Society shall be indemnified to the fullest extent permitted by the Michigan Nonprofit Corporation Act and other applicable law. This right shall not be in addition to or exclusive of other rights to which the indemnified may be entitled.

Article XIII AMENDMENT

The Bylaws may be amended or repealed at any Annual or special meeting of the Voting Members called for such purpose, by a vote of two-thirds of the Voting Members present at such meeting at which a quorum is present, subject to the approval by CMAA, or by CMAA alone, in the following manner:

Amendments or repeals may be proposed by the Board of Managers or by a petition of fifty (50) or more eligible Voting Members. Proposals from the membership or by the Board of Managers for amendments or repeals to these Bylaws shall be filed by July 1 of each year for presentation at the following Annual Meeting. Such amendments or repeals shall be referred to the Bylaws & Policy Committee prior to consideration by the Board of Managers. All amendments and repeals except those that are legally inappropriate shall be submitted to the Voting Members at the Annual or special meeting with an appropriate recommendation from the Board of Managers for passage or defeat. Any amendment or repeal approved by a vote of two-thirds of the Voting Members present at such meeting at which a quorum is present shall be recommended for approval to CMAA.

A notice of the proposed amendment or repeal shall be mailed to each Voting Member of the Society at least fourteen (14) days before the Annual or special meeting at which time the proposal will be voted on.

Article XIV DISSOLUTION

The Society shall use its funds only to accomplish the objective and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Society. In the event of the termination, liquidation, dissolution, or winding up of the Society in any manner or for any reason whatsoever, all of the assets of the Society that remain after the payment or provision for payment of the obligations and liabilities of the Society shall be distributed to other programs of CMAA in a manner consistent with the requirements of the Internal Revenue Code and all other applicable law, as recommended by the Board of Managers and Voting Members of the Society and determined by CMAA.