

Amended April 11 1991
Amended October 9 1996
Amended October 9, 2002

Amended March 12, 2008
Amended May 14, 2008

Wisconsin Vintners Association Incorporated

BYLAWS

Article I

Membership

(As generally defined in the Constitution, Art. II)

Section 1. Regular members. Such persons shall be entitled to membership privileges including receipt of the Association's monthly mailings, use of the Association's property subject to controls established by the Board of Directors, and attendance at the membership meetings or other scheduled membership activities.

a) Family membership: A two-adult household, each of whom shall be entitled to one vote in the affairs of the Association, and to whom mailings of the Association will be sent to the "family" under one cover.

b) Single membership: A man or woman who will be entitled to one vote in the affairs of the Association.

Section 2. Associate members. Such persons shall have the rights of regular members but shall not hold elective office.

Section 3. Charter members. The rights of charter members shall be determined from their membership status as regular members or associate members.

Section 4. Honorary members. No payment of dues or fees shall be required and honorary membership shall be conferred for life unless rescinded by the Board of Directors. Such members shall be entitled to receipt of the monthly mailings and attendance at membership meetings. The number of such memberships awarded shall be limited to two per year.

Section 5. Life members. No payment of dues shall be required of such members and they shall have the same rights of regular membership. The number of such memberships awarded shall be limited to two per two-year period.

Section 6. Subscribing members. No additional rights of membership are granted to subscribing members.

Section 7. Rules pertaining to membership. Rules and qualifications governing membership rights not previously specified will be as set forth by the Board of Directors.

Section 8. Dues. The Board of Directors, by resolution, shall adopt the membership dues schedule to be imposed for each category of membership. All dues shall be payable in advance. Members may be separated from membership for non-payment of dues.

Article II Meetings

Section 1. Membership meetings. Membership meetings will be held monthly, although during the months of July and August they may be omitted. Time and place of such meetings shall be determined by the Board of Directors.

Section 2. Board meetings. Board meetings may be held monthly at a time and place determined by the Board or the President. Special Board meetings may be called upon request by the President or any three Board members.

Section 3. Quorum. For the purpose of transacting official business, a quorum shall consist of the majority of the members present.

Article III Officers and Board Members

Section 1. Election. The election of officers and board members, when there is more than one candidate for any one office, shall be conducted by secret ballot prepared by the Nominating Committee Chair. Tellers will be appointed by the presiding officer to collect and count the votes. Election will be by a simple majority of all members present. If no candidate receives a simple majority, a run-off election will be held immediately between the top two candidates.

In elections where all candidates are unopposed, the Recording Secretary shall be instructed to cast a unanimous ballot for all candidates and so record the vote in the official minutes.

Section 2. Duties of the President:

- a) Be Chairman of the Board of Directors.
- b) Preside at membership meetings and Board meetings.
- c) Have the power to convene the Board and special meetings.
- d) Appoint all committee chairmen except the Program Committee to serve during his term of office.
- e) Be an ex-officio member of all committees.
- f) Be responsible for the performance of all the officers of the Association.
- g) Be responsible for a yearly audit of the Treasurer's records.

Section 3. Duties of the Vice President::

- a) Perform the duties and exercise the powers of the President during his absence or disability.
- b) Be responsible for the membership meeting programs of the Association.

Section 4. Duties of the Recording Secretary:

- a) Keep complete and accurate minutes of all meetings of the Board of Directors, special meetings, and those membership meetings in which a resolution is voted by the members in attendance and in which the nomination and election of new members of the Board of Directors takes place and shall report the same to the general membership on request.
- b) Maintain copies of the Constitution and By-Laws.

Section 5. Duties of the Treasurer:

- a) Be responsible for all the receipts and disbursements of the Association.
- b) Deposit all receipts in a checking account or savings account in the name of the Association.
- c) Report all receipts and disbursements to the Board at all regular Board meetings.
- d) Have all disbursements approved by the Board, or, in emergencies, by the President or other authorized officer.
- e) Maintain the official current roll of the dues-paying membership and provide copies of same, as well as subsequent changes thereto, to all members of the Board of Directors.

Section 6. Duties of the Corresponding Secretary:

- a) Conduct all official membership and Board correspondence, except as directed otherwise by the Board.
- b) Send out proper notices of all meetings, elections and other official business as directed by the Board.
- c) Maintain an accurate mailing list of the roll of the membership and other authorized correspondents to facilitate delivery
- d) Keep an accurate file of all correspondence conducted by any other Board members in the name of the Association.

Section 7. All other Board members: The duties of all other Board members shall be at the direction of the President, who, within 60 days of his or her installation, shall publish the assignment of duties.

**Article IV
Nominating Committee**

Section 1. Selection: The Nominating committee shall be appointed by the President from among the eligible voting members at the March membership meeting, excluding current Board Members, with the exception that the immediate past president shall be the Chair.

Section 2. Nomination of candidates: The Nominating Committee shall submit the slate of proposed officers and Board members to the membership at the April membership meeting. Additional nominations may be received from the floor at the April meeting.

Section 3. Election procedure and installation: The election procedure shall be as described in Article III, Section 1, and shall take place during the May membership meeting. Installation of new officers and Board members shall take place at the June membership meeting.

Article V Committees

Section 1. Authorization and powers: The Board of Directors shall authorize and define the powers and duties of all committees other than the Nominating Committee.

Section 2. Appointment: The President shall appoint all Committees subject to confirmation by the Board of Directors.

Section 3. Authorization to incur or satisfy debts: No committee of this body, or any officer or member thereof, shall contract any debt in its behalf, which shall, in any manner, render the Association liable for payment of same, unless the same shall have been approved by the Board of Directors, provided, however, that any committee with a budget previously approved by the Board may direct the Treasurer to pay for such expenditures as they occur.

Article VI Amendments

The following procedure will be followed to secure amendments to these by-laws:

1. A copy of the proposed amendment shall be submitted to Board members at least three days prior to a scheduled Board of directors meeting.
2. The proposed amendment and recommended revisions will be circulated to the membership before the next scheduled membership meeting.
3. At the next scheduled membership meeting the amendment may be adopted by a simple majority vote of the eligible voting members present.

Article VII Dissolution

If the Association is dissolved, it shall be accomplished in conformity with the standards set forth in the Constitution by the Board of Directors.

Article VIII Miscellaneous Provisions

Section 1. Saving clause. If any provision of the Constitution and/or By-Laws is declared invalid or unconstitutional, then all other portions thereof shall remain in full force and effect until amended or repealed through appropriate action.

Section 2. Effective date. The provisions of the WVA Constitution and these Bylaws, as amended, will become effective immediately upon its ratification by WVA members.