

**Ontario Wine Society
– Niagara Chapter
By-laws
Issue 2.0**

| Revision number | Date | Reason for revision |
|------------------------|-------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.0 | ?? | Standard By-laws approved by Toronto chapter, used by Niagara chapter. |
| 1.1 | June 9, 2006 | Update suggestions submitted for review by President. |
| 1.2 | June 14, 2006 | Update suggestions submitted for review by Niagara board. |
| 1.3 | December 29, 2006 | Revision based on board meeting November 20, 2006. Distributed for review in January at By-laws meeting. |
| 1.4 | January 8, 2007 | Added section from past minutes and Policies and Procedures about additional duties/responsibilities of board members for discussion at next meeting. |
| 1.5 | January 23, 2007 | Revision based on meeting January 22, 2007. |
| 1.6 | February, 2007 | Revision based on meeting Feb 6, 2007. Presented to OWSNC op.comm. |
| 1.7 | February, 2007 | Revision based on board meeting comments at February monthly meeting. Presented to TORONTO BOARD before annual social event/elections. |
| 1.8 | March XX, 2007 | Revision based on TORONTO BOARD comments. Presented to OWSNC members at annual social event/elections. |
| 1.9 | April 16, 2007 | Wording change to item 21 based on email from Toronto chapter. |
| 2.0 | May 17, 2007 | New Standard version of OWSNC By-laws approved by members at event on May 16, 2007 (Caroline Cellars). |

OWS - Niagara Chapter By-laws Issue 2.0

1. Presently, the Ontario Wine Society (OWS) organization is structured as follows: There is the OWS as a whole and there are two chapters: Toronto and Niagara. These By-laws relate generally to the conduct of the transaction of affairs of **The Ontario Wine Society – Niagara Chapter (herein after referred to as OWSNC)**.

Interpretation

In these By-laws and in all other By-laws of the OWSNC hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and reference to persons shall include firms and Corporations. Moved from end of document.

2. Be it enacted as a By-law of the **Ontario Wine Society – Niagara Chapter** as follows:

Head Office

3. The head office of the Ontario Wine Society shall be in the City of Toronto in the Province of Ontario, at an address as the Directors of the Toronto chapter may from time to time determine.

Operating Committee

4. Definitions:
 - (a) Operating Committee – composed of Elected Officers, Directors, Coordinators, Event Planners, and Volunteers.
 - (b) Elected Officers – President, Vice President, Treasurer, Secretary, and Director of Events.
 - i. The Treasurer may not hold any other Elected Officer position to protect against a conflict of interest position.
 - ii. In these By-laws, Elected Officers are also referred to as Officers.
5. The property and business of the OWSNC shall be managed by the five Elected Officers. An industry representative may be appointed by the Operating Committee and be part of the running of OWSNC business.

6. A quorum of three (3) Elected Officers is required for:
 - Voting on expenditures greater than \$200 that affect members' equity
 - Amending By-laws of the OWSNC
 - Calling meetings of the Elected Officers

The President votes to break a tie vote; otherwise the majority rules.

7. The number of members of the Operating Committee may be revised by a resolution of the Elected Officers to a minimum of 3 or a maximum of 10.
8. Each Elected Officer must be a paid Member of the OWSNC.
9. Operating Committee members shall not receive any remuneration for their services. Note for reviewers: The terms *Operating Committee* and *Elected Officer* are used here as they are applied to our new By-laws. If those terms are the only change to the text, no change has been indicated by font colour.
10. No Operating Committee member shall directly or indirectly receive any profit from his/her position. With prior approval and a vote by the Elected Officers, they may be reimbursed for reasonable expenses incurred in the performance of his/her duties and/or any expense incurred to attend meetings.
11. Nothing in this By-law shall be construed to preclude any Operating Committee member who provides special service to the OWSNC as an Officer, or in any other capacity, from receiving compensation. An Operating Committee member, who is a member of a firm engaged in any business or profession, may be paid the usual professional costs and charges for any professional business to be done in connection with the administration of the affairs of the OWSNC, only if his/her engagement and remuneration by the OWSNC in a professional capacity has been approved by a majority of the Elected Officers.
12. A retiring Elected Officer shall remain in office until the dissolution or adjournment of the meeting at which the resignation is announced, at which time his/her retirement is accepted.
13. The Elected Officers may contract agents as it shall deem necessary, from time to time. Such persons shall have the authority and shall perform the duties as prescribed by the Elected Officers at the time of their appointment.

Elections

14. Election of the Elected Officers will take place once per year at an event duly called for that purpose where a vote of the Members will be taken. The person who obtains the majority of votes by Members for an Elected Officer position will be deemed elected.
15. Vacancies among the positions of Elected Officers, however caused, may, so long as a quorum of Elected Officers remain in office, be filled by the Elected Officers from among the qualified members of the OWSNC, if they see fit to do so. Otherwise, such vacancy shall be filled at the next event at which the Elected Officers are elected. If there is not a quorum of Elected Officers, the remaining Elected Officers shall call a meeting of the members, as soon as possible, to fill the vacancy.
16. The Officers of the OWSNC shall hold office for one (1) year from the date of election/appointment or until their successors are elected/appointed.

Administrative Meetings

17. Meetings of the Operating Committee may be held at any time and place in the Niagara region as decided by the Elected Officers, provided that forty-eight (48) hours' notice of such meeting is communicated to each Officer. Every effort will be made to notify all members of the Operating Committee of the time and location of each meeting. There shall be at least one (1) meeting per year of the Elected Officers and it is expected that an attempt will be made to meet monthly.
18. Elected Officers are expected to attend all Operating Committee meetings. Should any Elected Officer fail to attend three (3) consecutive meetings without reasonable excuse or notice, he/she may be asked to resign, by resolution of a quorum of the Elected Officers.

Indemnities to Elected Officers and Others

19. Every Operating Committee member of the OWSNC or other persons who have undertaken or are about to undertake any liability on behalf of the OWSNC or any company controlled by it and their heirs, executors and administrators, and estate and effects, shall, at all times, be indemnified and saved harmless out of the funds of the OWSNC, from and against:
- (a) All costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability.
 - (b) All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the OWSNC, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

Powers of Operating Committee Members

20. Two of the Elected Officers are designated as Signing Officers. They are the President and Treasurer. Both Signing Officers of the OWSNC, together, must make or cause to be made for the OWSNC, in its name, any kinds of contract which the OWSNC may lawfully enter into, after approval at an official meeting of the Elected Officers. The Elected Officers shall have power to authorize expenditures on behalf of the OWSNC from time to time and may delegate, by resolution, to the Signing Officers of the OWSNC the right to employ and pay salaries to employees. The Signing Officers shall have the power to make expenditures for the purpose of furthering the mandate of the OWSNC. Disbursements issued by the OWSNC require the signature of one of the Signing Officers, reports of which are to be made by the Treasurer at Operating Committee meetings. The Signing Officers shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the OWSNC in accordance with such terms as the Elected Officers prescribe.

21. The Operating Committee shall take such steps as they may deem requisite to enable the OWSNC to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever, not including any annual fees from wineries, for the purpose of furthering the mandate of the OWSNC as long as such acquisitions do not negatively impact the not-for-profit legal status of the OWSNC. Fees for Corporate Memberships are only accepted by the OWS – Toronto chapter.

Marketing

22. The OWSNC relies on the OWS for the production of a newsletter, maintenance of the OWS web site, and production of OWS brochures.

23. Local Marketing and contact with the media on behalf of the OWSNC for such things as: advertising OWSNC events in local newspapers and local member recruitment is only to be done with prior approval of the Elected Officers.

Duties of Elected Officers

24. The **President** shall:

- (a) Be the chief executive officer of the OWSNC;
- (b) Act as the liaison with the OWS – Toronto chapter regarding issues affecting the OWS as a whole and the OWS – Toronto chapter;
- (c) Preside at all meetings of the OWSNC and of the Elected Officers or in the absence of the President, ensures the Vice President presides;
- (d) Shall be responsible for the general and active management of the affairs of the OWSNC including: strategic business planning, risk management, operating issues, finance, marketing and communication to the membership and the Industry, delegating responsibilities for these matters to Operating Committee members as appropriate;
- (e) See that all orders and resolutions of the Elected Officers are carried into effect;
- (f) Maintain a strong presence with the constituencies of the wine industry by personal attendance at significant functions or by choosing an Officer to attend in his/her absence;
- (g) Maintain credible knowledge of wine and wine industry issues;

- (h) Ensure that an Annual General Meeting is held each year for the membership and that members are notified in advance;
- (i) Ensure an annual election of Officers is held and that members are notified in advance;
- (j) Inform the Operating Committee members of statistics regarding Corporate Memberships at meetings.

25. The **Vice-President** shall:

- (a) In the absence, disability, or by direction of the President, perform the duties and exercise the powers of the President;
- (b) Assist other Operating Committee members in meeting their accountabilities, in particular for unusual or demanding projects;
- (c) Provide counsel to other Operating Committee members on an ad hoc basis based on prior experience with, and knowledge of, the wine industry;
- (d) Perform other duties from time to time as requested by the Operating Committee.

26. The **Treasurer** shall:

- (a) Have custody of the funds and securities of the OWSNC;
- (b) Keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the OWSNC in books belonging to the OWSNC;
- (c) Deposit all monies, securities and other valuable effects in the name and to the credit of the OWSNC in such chartered bank or trust company, or, in the case of securities in such registered dealer in securities as may be designated by the Elected Officers from time to time;
- (d) Provide a monthly statement of disbursements to the Operating Committee. Disbursements must be signed by either the President or Treasurer (the Signing Officers). Provide a statement to the Operating Committee at regular meetings to be included in the minutes, or whenever they may require it, of an accounting of all of the OWSNC transactions and a statement of the financial position of the OWSNC;

- (e) Prepare a budget for review and approval by the Elected Officers, if requested;
- (f) Prepare annual financial statements and inventories of wine and other assets according to current accounting practices and have them audited, if requested, by a Member who attends an Operating Committee meeting to make the request;
- (g) Ensure that liability insurance is in effect for all OWSNC Operating Committee members;
- (h) Perform other duties from time to time as requested by the Operating Committee;

27. The **Secretary** shall:

- (a) Take minutes of Operating Committee meetings, the Annual General Meeting, and special meetings of Elected Officers. Distribute the minutes of the previous Operating Committee meeting in advance of each Operating Committee meeting to all Operating Committee members and to the Toronto chapter Board Members as outlined in these By-laws in the section called *Minutes of the Operating Committee*;
- (b) Prepare correspondence requested by Operating Committee members;
- (c) Give, or cause to be given, notice of all meetings;
- (d) Perform other duties from time to time as requested by the Operating Committee.

28. The **Director of Events** shall:

- a) Recommend and evaluate events for each year, ensuring a variety that will appeal to the varied interests of the members;
- b) Plan events in such a way that the OWSNC breaks even financially each fiscal year; Note to reviewers: item b from previous By-laws was removed since we all favourably expose the industry to the membership

- c) Oversee and assist event planners' activities in organizing each event for such things as site location, program content, budget, costing and pricing, volunteer participation, logistics, and written communication to outside participants and contractors.

Directors

29. There can be up to five (5) other Directors of the OWSNC, one of which can be the Director of Marketing and another the Director of Industry Liaison. The duties of these Directors is to be determined by the Elected Officers.

Other Operating Committee Member Functions

30. The **Membership Communications Co-ordinator** shall:

- a) Work with the Treasurer to maintain all records related to individual memberships including maintaining an up-to-date mailing list for non-email members, and email distribution lists for email members. These lists are compiled from Registrations and used for communications such as Renewals, Event Postings, announcements of Extra Postings, distribution of the OWS newsletter, and other Communications from the Elected Officers. The members' right to privacy will be respected at all times when using email and the lists are never to be shared.
- b) Maintain a system of response for all new membership inquiries and prepare renewal notices;
- c) Present for approval the names of people who have applied for OWSNC membership at Operating Committee meetings;
- d) Monthly, prepare and provide to the Operating Committee, membership statistics including graphs of the number of members over time;
- e) Report to the Operating Committee any comments made by members regarding member renewal/non renewal;
- f) Attempt to investigate reasons for non-renewal by existing members.

31. The **Cellar Master** shall:

- a) Report on the following at Operating Committee meetings:
 - a) Bottles used/damaged
 - b) Bottles acquired

- c) Bottles which should be used
 - d) Issues of concern
 - e) Use of annual allocation for wine
 - f) Short term plan and long terms plans for cellar
- b) Ask for information about the following from Event Planners:
- a) Bottles which should be acquired
 - b) Bottles in cellar needed for upcoming events
- c) Perform an annual inventory of the cellar with the Treasurer.

Execution of Documents

32. Notwithstanding any provisions to the contrary contained in the By-laws of the OWSNC, the Operating Committee may at any time, by resolution, direct the manner in which, and the persons by whom, any particular contract or obligations of the OWSNC shall be executed. At the request of the Operating Committee, the persons will provide a detailed explanation of any contract or obligation. Such documents shall be written and signed by any Officer or Officers appointed by resolution of the Operating Committee. Contracts must be signed by the Signing Officers.

Responsibilities of all Operating Committee Members

33. To attend all Operating Committee meetings. Whenever attendance at an Operating Committee meeting will not be possible, the Operating Committee member is to notify the President as soon as possible.
34. To prepare, with the President, an overall business plan and plans for their functional areas to help achieve the overall plan; review and update the plan annually; and, if asked by the President, present it at the Annual General Meeting to the OWSNC membership.
35. To suggest changes to the By-laws that they deem necessary. All Operating Committee members are to ensure that the By-laws are reflective of the operation of the group and the group is following the By-laws. If changes are to be made, then the member is to suggest the change at a meeting of the Operating Committee, or sooner, depending on the severity of the issue.
36. To ensure all written communication is discussed and approved by a majority of the Elected Officers before being sent.
37. To ensure that all necessary books and records of the OWSNC required by the By-laws of the OWSNC or by any applicable statute or law are regularly and properly kept.

38. To maintain a very good knowledge of Ontario wine, wine making, and wine industry issues such as VQA regulations.
39. To support the interests and directions of the OWSNC with all who contact the OWSNC.

Minutes of the Operating Committee

40. The minutes of the Operating Committee meetings shall be available to the general membership of the OWSNC and shall be distributed to the Operating Committee of the OWSNC and the OWS – Toronto chapter Board of Directors (specifically the President, Vice President, Secretary, and Directors).

Conditions of Membership

41. Membership in the OWSNC shall be limited to persons 19 years of age and over who are interested in furthering the objectives of the OWS. A member is anyone whose application for admission as a member has received the approval of the Elected Officers of the OWSNC.
42. There shall be an annual membership fee and, possibly, a one-time initiation fee, to be fixed by resolution of the Elected Officers.
43. There are two kinds of memberships: paid and complimentary. People who have paid their annual membership fee and, if applicable, the one-time initiation fee will be referred to as Members herein. People with complimentary memberships will be referred to as Honorary Members. Voting privileges are not extended to Honorary Members. When both kinds of members are referred to in these By-laws they are called members. The Operating Committee may set, by resolution, any further membership categories.
44. If the membership fee for a Member is not paid within 90 days of the fiscal year end, then that membership will lapse and the person will no longer be a Member of the OWSNC.
45. Any member may withdraw from the OWSNC by delivering a written resignation to the OWSNC Membership Communications Co-ordinator.
46. If a member is asked to resign by a resolution of the Operating Committee, that member may be given a pro-rated refund of his/her membership fee, if applicable.

Admission to Events

47. Events organized by the OWSNC may have an associated admission fee. The Operating Committee will set the admission fees by resolution.

48. All members and their guests accept liability for their actions and they are required to sign a waiver to that effect.

Meetings of Members

Elections:

49. Each year there will be an event called for the purposes of an election. Each (paid) Member present at this event shall have the right to vote for Elected Officers who will serve for the upcoming year. Members (paid) attending this event will be told how to access the end-of-year financial statement before the Annual General Meeting.

Annual General Meeting:

50. One Annual General Meeting (AGM) of the members shall be held at a place in Niagara, determined by the Elected Officers, on a date determined by the Elected Officers. This date must not be more than 60 days before the fiscal year end and not more than 90 days after.
51. During this AGM, the financial statements will be made available to Members. Changes to the By-laws, if any, will be presented for the approval of the Members.
52. A quorum for any AGM/election is a minimum of ten (10) Members.
53. At least fourteen (14) days prior to any election or Annual General Meeting, written notice shall be given to each member.
54. For the purpose of sending notice to any Director, Elected Officer or member for a meeting or otherwise, the address used (mail or email) shall be his or her last address recorded on the books of the OWSNC.
55. Every reasonable attempt will be made to notify all Members of any AGM/election. If notice of these meeting(s) is not received or if notice of an adjournment of a meeting of the Operating Committee of the OWSNC was not received, this shall not invalidate such a meeting or make void any proceedings taken.
56. If members wish to call a meeting, proper notice must be given to all members (especially Elected Officers), as described above. A quorum for such a meeting is considered to be all of the Elected Officers plus ten (10) Members. A chairperson must be chosen to preside over the meeting and minutes must be taken and distributed to the OWSNC Operating Committee.

Voting of Members

57. At all meetings of members of the OWSNC every question shall be determined by a simple majority of votes unless otherwise specifically provided by statute or by these By-laws.

Amendment of By-laws

58. The By-laws of the OWSNC may be repealed or amended, enacted by a majority of the Elected Officers and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members present at a meeting duly called for the purpose of considering said By-law. The enactment, repeal or amendment of said By-law shall not be enforced or acted upon until the approval of the Members has been obtained.

Financial Year

The financial year of the OWSNC shall end on the 31st day of March each year until changed by a resolution of the Elected Officers.

Passed by the Operating Committee this _____ day of _____ 2007

PRESIDENT

SECRETARY