



Article One – Address

Section 1. Address

The principal office of the **Orange County Wine Society**, hereafter referred to as the **OCWS**, is located at;

Orange County Fairgrounds
88 Fair Drive
Costa Mesa, California 92626

in the County of Orange in the state of California.

Section 2. Change of Address

1. The Board of Directors may change the address from that indicated in Section 1 to another address within the named county by recording the new address and the effective date of change

Address

Dated

2. An address change executed in this manner shall not be deemed an amendment to these Bylaws.
3. The county of the principal address of the **OCWS** can be changed only by amendment to the Articles of Incorporation for this corporation.

Section 3. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 4. Objectives and Purposes.

The specific objectives and purposes of this corporation are to promote the knowledge of winemaking, viticulture and wine appreciation.

Article Two – Membership

Section 1. Requirements

1. Membership will be by invitation/application and approval by the Board of Directors.
2. The Board of Directors may limit total membership. Such determination shall not affect the standing of existing members.
3. Membership is extended to individuals over the age of twenty-one, interested in the fields of winemaking, viticulture, and/or wine appreciation.
4. In all respects the rights, interests, and privileges of each member of the **OCWS** are equal.



Section 2. Application for Membership

1. Individuals interested in joining the **OCWS** shall submit an application on the form provided by the office of the **OCWS** to the Membership Chairman for review and submission to the Board of Directors.
2. Membership applications will be reviewed by the Board of Directors, or their delegate, and approved or disapproved either individually, or in mass.
3. Membership in the **OCWS** is not transferable, is issued to one named individual, and the privileges of membership are available only to that named member.

Section 3. Termination of Membership

Membership is considered terminated when:

- a. The member dies.
- b. Dues are in arrears.
- c. It is determined by a two-thirds majority of the Board of Directors that the member has engaged in conduct seriously prejudicial to the interests or purposes of the **OCWS**.

Section 4. Disciplinary Action

1. Disciplinary action may be taken as deemed necessary by a two-thirds vote of the Board of Directors against any member for conduct not considered to be in the best interest of the **OCWS**.
2. Actions may include, but are not limited to, termination of membership, suspension of membership, and/or restriction of participation in **OCWS** activities.
3. Suspension is defined as the loss of all rights as a dues paying member.
4. Restriction is defined as the limitation of the right of participation in either all or specifically designated **OCWS** activities.
5. The member being considered for disciplinary action shall be notified in writing of that potential action and shall have the right to a hearing before the Board of Directors.

Section 5. Reinstatement

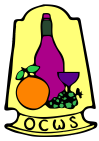
1. Members who have been suspended may be reinstated upon approval by the Board of Directors.
2. Members who have had their membership terminated must re-apply for membership subject to the provisions of Article 2, Section 1 of these Bylaws.

Section 6. Dues

Dues, in the amount determined by the Board of Directors, shall be payable annually on or before the membership expiration date.

Section 7. Non-liability of Members

No member of the **OCWS** shall be personally liable for the debts, liabilities, or obligations of the **OCWS**.



Section 8. Member in Good Standing

To be considered a member in good standing, a member must have paid all dues and reinstatement fee, if applicable, by the prescribed due date as described in these By-laws, and has not been subject to any disciplinary action per Article 2, Section 4, within the preceding twelve (12) months, or have any disciplinary action pending."

Article Three – Officers

Section 1. Officers

1. The officers of this corporation shall be President, Vice-President, Secretary, and Treasurer.
2. The officers shall be elected annually from within the Board of Directors and by the Board of Directors.

Section 2. President

The President shall preside at all meetings of the Society and shall act as the Chairman of the Board of Directors. The President shall countersign the Treasurer's checks in payment of all bills approved. The President shall appoint all standing and special committees as required, and call special meetings when necessary.

Section 3. Vice-President

1. The Vice-President shall perform the duties of the President in the President's absence. Should the office of President be vacated during the elected term, the Vice-President shall fill the vacancy for the unexpired term and a new Vice-President shall be elected by the Board of Directors.
2. Should the office of Vice-President be vacated during the elected term, a new Vice-President shall be elected by the Board of Directors to fill the unexpired term.

Section 4. Secretary

1. The Secretary, or a designated alternate shall be present at all meetings of the Board of Directors and shall keep minutes of these meetings.
2. The Secretary shall be responsible for maintenance of the Society's historical records. The records may include all or part of reports prepared by officers or other committees of the Society but shall not be limited thereto.
3. The Secretary is authorized to countersign checks in the absence of the President and the Vice-President.
4. Should the office of Secretary be vacated during the elected term, a new Secretary shall be elected by the Board of Directors to fill the unexpired term.

Section 5. Treasurer

1. The Treasurer shall be the financial officer of the **OCWS** and shall be responsible for all financial activities of the organization.
2. The Treasurer shall collect and record all funds which are paid to the Society and deposit them within 15 days after their collection in a depository approved by the Board of Directors, sign all checks before



countersigning by another officer in payment of bills, render a financial report when called upon, and open the books for inspection at any time as requested by the Board of Directors.

3. Should the office of Treasurer be vacated during the elected term, a new Treasurer shall be elected by the Board of Directors to fill the unexpired term.

Section 6. Removal from Office

1. Any officer of the Society may be removed from office by a two-thirds vote by the Board of Directors providing that such action shall have been introduced as a motion at the previous Board meeting.
2. The officer being considered for removal shall be notified, in writing, of the potential action and shall have the right to a hearing before the Board of Directors.

Section 7. Compensation

Officers shall serve without compensation and shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Article Four – Board Of Directors

Section 1. Exercise of Corporate Powers

Subject to the limitations imposed by law, the Articles of Incorporation, or these Bylaws, the corporate powers and business affairs of **OCWS** shall be controlled by, or under the authority of, a Board of Directors.

Section 2. Board of Directors

The Board of Directors shall consist of nine (9) members elected from the **OCWS** membership in accordance with Article 5 of these Bylaws.

Section 3. Tenure of Office

Directors shall be elected for a period of three (3) years.

Section 4. Meetings

1. All meetings of the Board of Directors shall be called by the President, or if the President is absent, unable, or refuses to act, by the Vice-President, or by any three members of the Board of Directors.
2. A majority of the authorized number of members of the Board of Directors shall constitute a Quorum of the Board for the transaction of business.
3. Notice of time and place shall be given to all members of the Board of Directors at least five (5) days prior to the date set for the meeting.
4. Every act or decision done or made by a majority of the directors present at a meeting duly had at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.
5. Meetings shall be governed by Roberts' Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.



Section 5. Vacancies

Vacancies on the Board of Directors shall be filled, for the unexpired term of the vacated office, by a majority vote of the Board of Directors.

Section 6. Removal from the Board of Directors

1. Any member of the Board of Directors may be removed from the Board by a two-thirds vote by the Board of Directors provided that such action shall have been introduced as a motion at the previous Board meeting.
2. Any or all members of the Board of Directors may be removed from the Board by a two-thirds majority of the ballots cast by the **OCWS** membership. Such vote shall be taken at a special election as set forth in Article 8 of these Bylaws.
3. The Director being considered for removal shall be notified, in writing, of the potential action and shall have the right of a hearing before the Board of Directors.

Section 7. Compensation

Directors shall serve without compensation and shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Article Five – Election Of Board Of Directors

Section 1. Election to the Board of Directors

1. The beginning of the three-year terms of the nine members of the Board of Directors shall be staggered such that three members' terms will expire each year.
2. These three vacated board positions will be filled each year by a vote of the **OCWS** general membership.

Section 2. Election Committee

1. The current President from the current Board of Directors will appoint a Director to serve as the Election Committee Chairperson.
2. The Election Committee Chairperson will form a committee consisting of not less than three (3) members in good standing, including the Chairperson. One of the Election Committee members must be a Past President. A majority of the Election Committee shall be non-members of the Board of Directors. No member of the Election Committee shall be a candidate for the Board of Directors.
3. The constituency of the Election Committee shall be announced to the OCWS membership during the May meeting.
4. The functions of the Election Committee shall be:
 - a. Encourage qualified members to declare their candidacy for office.
 - b. Explain the election process to the membership at the May meeting.
 - c. Secure qualification statements from each of the candidates.
 - d. Prepare and mail ballots to the membership.
 - e. Receive completed ballots.



f. Tabulate election results and report the results to the Board of Directors.

g. Ensure that all candidates for election to the Board of Directors are members in good standing.

Section 3. Declaration of Candidacy

Candidacy may be declared by:

- a. The candidate presenting his/her declaration of candidacy in writing by hand, mail or electronic media to a member of the Election Committee no later than fourteen (14) days prior to the scheduled Annual Business Meeting.
- b. A representative (appointed by the candidate in writing) presenting his/her declaration of candidacy to a member of the Election Committee no later than fourteen (14) days prior to the scheduled Annual Business Meeting.
- c. If the Election Committee determines that an insufficient number of declarations of candidacy have been received in order to have a viable election, then an additional seven (7) days "grace" period will be granted only to those candidates encouraged by the Election Committee to declare their candidacy.

Section 4. Statement of Qualifications

1. No Declaration of Candidacy shall be accepted later than fourteen (14) days prior to the scheduled Annual Business Meeting, except as authorized by Article 5, Section 3 (c).
2. Written Statements of Qualifications must be presented to the Election Committee within 24 hours of a candidate's declaration of candidacy.
3. Statements of Qualification may be submitted via electronic media.

Section 5. Eligibility

1. Candidates for the Board of Directors shall be members in good standing of the **OCWS**.

Section 6. Annual Election

The annual election of the Board of Directors shall be held in September after the Annual Business Meeting.

Section 7. Ballot

1. A ballot shall be prepared by the Election Committee on which shall be listed all candidates for the Board of Directors offices. Only those votes cast on the Official Ballot shall be valid. The Official Ballot shall be mailed to each active no later than one (1) week after the Annual Business Meeting and shall be returned by mail or in person to the Chairman of the Election Committee no later than three weeks after the Annual Business Meeting. No person shall submit any ballot other than his/her own.
2. If there are less than four candidates for the annual election of the Board of Directors, then the requirements to prepare and mail the election ballot in Article 5, Section 7 of these Bylaws may be suspended, and the election can occur by a majority vote of those members attending the Annual Business Meeting.

Section 8. Votes Necessary to Elect

1. The three candidates receiving the largest number of votes cast shall be elected.



2. In the event of a tie for the third office, a random drawing of the tied candidates conducted by the Election Committee shall determine the winner.

Section 9. Installation of the Board of Directors

All new members of the Board of Directors shall be installed at the first regular Board meeting following their election.

Section 10. Term Limits

Board Members will be limited to two consecutively-elected terms on the Board. Upon completion of the two consecutively-elected terms, the Board Member must wait one year before running for election.

Article Six – Committees

Section 1. Standing Committees

1. Each standing committee shall be assigned to the responsibility of a member of the Board of Directors by the President. A Committee Chairperson shall be nominated by the responsible Director and affirmed by a majority vote of the Board of Directors. The Committee Chairperson shall plan, organize, and execute the functions of the committee under the authority of the responsible Director. The Committee Chairperson shall select additional **OCWS** members as required to carry out the responsibilities of the committee. All committees shall submit their plans and budget to the Board of Directors for review and approval. The term of office for all standing committees shall be twelve months and shall coincide with the term of office of the Board of Directors. Standing committees and their primary functions shall include those listed in this section of the Bylaws.

2. Membership Committee

- a. The Chairperson of the Membership Committee shall keep a membership list containing the names, addresses, telephone numbers, and other pertinent data of all members. Termination and/or suspension and other membership status information of all members shall be recorded together with the date of relevant membership actions.
- b. The committee shall also be responsible for the generation and maintenance of an up-to-date mailing list of active **OCWS** members.
- c. The committee shall be responsible for mailing timely dues notices to the membership.

3. Program Committee

- a. The Program Committee shall arrange for all regular monthly programs. It shall provide main speakers and entertainment in conformance with a plan reviewed by Board of Directors.
- b. The Program Committee shall maintain a close liaison with the Arrangements and Facilities Chairperson to assure availability of facilities and items that may be required.
- c. The Program Committee shall maintain communication as necessary with speakers, which includes the official Society request for services, thanks for accepting the speaking date, and thanks for having spoken.
- d. The Program Committee shall act as the main speaker's host during his/her participation in the **OCWS** program.

4. Arrangements and Facilities Committee



Orange County Wine Society, Inc.

(AS Amended October 2, 2011)

- a. The Arrangements and Facilities Committee shall make arrangements for meeting places and facilities in accordance with the Master Annual Program Schedule and general direction from the Board of Directors.
- b. The committee shall assume responsibility for matters relating to meeting places, menus, head table settings, and such special items as speaker's podium, audio-visual aids, and other items of a facilities nature.
- c. The committee shall estimate arrangement costs and prepare a budget for use by the Events Chairperson and the Treasurer.

5. Publicity Committee

The Publicity Committee shall provide suitable publicity for the **OCWS** and its events and activities. The Chairperson of this committee shall be the primary interface to media personnel and shall produce and distribute all press announcements and **OCWS** advertising material.

6. Competition Committee

- a. The Competition Committee shall plan, organize and execute the annual commercial wine judging in association with the Orange County Fair & Event Center and any other committees and/or personnel assigned by the Orange County Fair & Event Center or its representatives.
- b. The Responsible Director and or the Chairperson for the current year Competition may not serve as Director of Judges for the current year.

7. Homewine Committee

- c. The Homewine Committee shall plan, organize, and execute the annual judging of home-made wine in association with the Orange County Fair and any other committees and/or personnel assigned by the Orange County Fair or its representatives.
- d. This committee shall promote educational activities related to home winemaking and shall be responsible for activities in the **OCWS** related to home winemaking.

8. Elections Committee

An Elections Committee shall be maintained in accordance with Article 5 Section 2 of these Bylaws.

9. Computer Committee

- a. The Computer Committee shall oversee the hardware and software involved with the **OCWS** computer system(s).
- b. The committee shall make recommendations to the Board of Directors including, but not limited to: purchases, upgrades, condition, maintenance, access, configuration, security, and operational status of the **OCWS** computer system(s).
- c. It shall be the responsibility of this committee to ensure that the computers are maintained and configured to adequately serve the requirements of the **OCWS**.

10. Scholarship Committee

- a. The Scholarship Committee shall maintain liaison with colleges and universities in California that offer degree programs in oenology and/or viticulture.



b. The committee shall make recommendations to the Board of Directors as to recipient institutions and scholarship amounts.

c. The committee shall maintain communication with scholarship recipients.

Section 2. Finance Committee

1. The President shall appoint a member of the Finance Committee to be chair. The Chair should not be the **OCWS** Treasurer. The **OCWS** Treasurer shall be a member of the Finance Committee. This committee shall meet periodically as determined by the Chair and shall make policy recommendations relating to the financial activities of the **OCWS**. Such policy recommendations are then subject to ratification by a two-thirds majority vote of the Board of Directors.

2. The committee, independent of the Treasurer, shall provide an internal review of the **OCWS** records at a minimum of once a year and the Committee Chair shall submit the results of that review to the Board of Directors.

3. Members of the committee shall assist the Treasurer in cash handling, cash register operation, receipt processing, and other activities at the direction of the Treasurer.

Section 3. Special Committees

1. Special committees shall be appointed by the President as deemed necessary.

2. These committees may be formed to coordinate and execute special **OCWS** events, address special problems that may occur, or accomplish a special task that the Board of Directors may deem necessary.

3. Each special committee will be the responsibility of a member of the Board of Directors who will assign a Chairperson as described in Article 6, Section 1, above.

Article Seven – General Membership Meetings

Section 1. General Membership Meetings

1. General Membership Meetings are defined as that class of meetings to which the general membership is invited to attend.

2. The two classes of General Membership Meetings are the: (1) Annual Business Meeting and (2) Special Business Meeting.

Section 2. Annual Business Meeting

1. The Annual Business Meeting is held once each year, usually in September.

2. Notice of time and place shall be given to the membership at least ten (10) days in advance.

3. The Annual Business Meeting shall be the principal forum by which the membership participates in the business of the **OCWS**.

4. The business conducted at this meeting will include:

a. Candidacy declaration for election of members to the Board of Directors.

b. Financial report from the Treasurer.



c. Any amendments/revisions of these Bylaws, presented at the meeting.

d. Other business to be brought to the attention of the membership.

5. The meeting will be conducted by the President in general accordance with Roberts' Rules of Order.

Section 3. Special Business Meetings

1. Special meetings may be called by the Board of Directors or by the general membership of the **OCWS** to conduct business as deemed necessary.

2. The requisites to call a special meeting are a two-thirds vote of the Board of Directors or a petition signed by at least 20% of the general membership of the **OCWS**.

3. The membership will be notified that the conditions have been met to hold a special meeting by a direct mailing.

4. Such notification will inform the general membership of the date, time, and place of the meeting.

5. The meeting shall take place at least one week after the mail notification, but not more than four weeks after the notification.

6. At the meeting, all interested parties will be given the opportunity to present their position on the issues.

Article Eight – Special Elections

Section 1. Requisites

1. Special elections may be called by the Board of Directors or by the general membership of the **OCWS** to:

a. Remove a Director, or Directors from office.

b. Modify these Bylaws.

c. Resolve issues that affect the general membership that can not be resolved by other means as set forth in these Bylaws.

d. Fill vacancies on the Board when it is impossible to obtain a quorum.

2. The requisites to call a special election are a two-thirds vote of the Board of Directors or a petition signed by at least 20% of the general membership of the **OCWS**.

Section 2. Notification

1. The membership will be notified that the conditions have been met to hold a special election by a direct mailing.

2. Such notification will inform the general membership of the date, time, and place of a meeting to discuss the conditions or issues that require the special election.

3. The meeting shall take place at least one (1) week after the mail notification, but not more than four (4) weeks after the notification.



4. At the meeting, all interested parties will be given the opportunity to speak on behalf of their position on the issues.

Section 3. Voting

1. Ballots and statements summarizing opinions expressed at the meeting will be sent to the membership within two (2) weeks of the end of the meeting.
2. Issues will be presented in a yes/no format and will be passed by a majority of the votes cast.

Section 4. Special Election Committee

A Special Election Committee will be appointed by the Board of Directors to oversee the election process and conduct the election in general accordance with Article 5, Section 2 of these Bylaws.

Article Nine — Miscellaneous

Section 1. Amendments

These Bylaws and Amendments thereto may be amended by a majority of votes cast in the manner discussed in Article 8 of these Bylaws.

Section 2. Limitations on Activities

1. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
2. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 3. Prohibition Against Private Inurement.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 4. Distribution of Assets.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 5. Construction and Terms

1. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.
2. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.



Orange County Wine Society, Inc. (AS Amended October 2, 2011)

- 602 3. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles
604 of Organization, Certificate of Incorporation, or other founding document of this corporation filed with an
office of this state and used to establish the legal existence of this corporation.
- 606 4. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such
608 sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding
provisions of any future federal tax code.