



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.



54 **Section 2. Application for Membership**

- 56 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.
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- 60 2. Membership applications will be reviewed by the Board of Directors, or their delegate, and approved or
disapproved either individually, or in mass.
- 62 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.

64 **Section 3. Termination of Membership**

66 Membership is considered terminated when:

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

76 **Section 4. Disciplinary Action**

- 78 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**.
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- 82 2. Actions may include, but are not limited to, termination of membership, suspension of membership, and/or
restriction of participation in **OCWS** activities.
- 84 3. Suspension is defined as the loss of all rights as a dues paying member.
- 86 4. Restriction is defined as the limitation of the right of participation in either all or specifically designated
OCWS activities.
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- 90 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.

92 **Section 5. Reinstatement**

- 94 1. Members who have been suspended may be reinstated upon approval by the Board of Directors.
- 96 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.
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100 **Section 6. Dues**

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

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106 **Section 7. Non-liability of Members**

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



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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



164 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.

166 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.

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Section 6. Removal from Office

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1. Any officer of the Society may be removed from office by a two-thirds vote by the Board of Directors
172 providing that such action shall have been introduced as a motion at the previous Board meeting.

174 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.

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Section 7. Compensation

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

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Article Four – Board Of Directors

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Section 1. Exercise of Corporate Powers

186 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.

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Section 2. Board of Directors

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

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Section 3. Tenure of Office

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

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Section 4. Meetings

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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.

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2. A majority of the authorized number of members of the Board of Directors shall constitute a Quorum of the
204 Board for the transaction of business.

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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.

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4. Every act or decision done or made by a majority of the directors present at a meeting duly had at which a
210 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.

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214 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.



216 **Section 5. Vacancies**

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

222 **Section 6. Removal from the Board of Directors**

224 1. Any member of the Board of Directors may be removed from the Board by a two-thirds vote by the Board of
226 Directors provided that such action shall have been introduced as a motion at the previous Board meeting.

228 2. Any or all members of the Board of Directors may be removed from the Board by a two-thirds majority of the
230 ballots cast by the **OCWS** membership. Such vote shall be taken at a special election as set forth in Article 8
232 of these Bylaws.

232 3. The Director being considered for removal shall be notified, in writing, of the potential action and shall have
234 the right of a hearing before the Board of Directors.

236 **Section 7. Compensation**

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

242 **Article Five – Election Of Board Of Directors**

244 **Section 1. Election to the Board of Directors**

246 1. The beginning of the three-year terms of the nine members of the Board of Directors shall be staggered
248 such that three members' terms will expire each year.

250 2. These three vacated board positions will be filled each year by a vote of the **OCWS** general membership.

252 **Section 2. Election Committee**

254 1. The current President from the current Board of Directors will appoint a Director to serve as the Election
256 Committee Chairperson.

258 2. The Election Committee Chairperson will form a committee consisting of not less than three (3) members in
260 good standing, including the Chairperson. One of the Election Committee members must be a Past
262 President. A majority of the Election Committee shall be non-members of the Board of Directors. No
264 member of the Election Committee shall be a candidate for the Board of Directors.

266 3. The constituency of the Election Committee shall be announced to the OCWS membership during the May
268 meeting.

270 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.



- 272 f. Tabulate election results and report the results to the Board of Directors.
274 g. Ensure that all candidates for election to the Board of Directors are members in good standing.

276 **Section 3. Declaration of Candidacy**

278 Candidacy may be declared by:

- 280 a. The candidate presenting his/her declaration of candidacy in writing by hand, mail or electronic media to a
282 member of the Election Committee no later than fourteen (14) days prior to the scheduled Annual Business Meeting.
- 284 b. A representative (appointed by the candidate in writing) presenting his/her declaration of candidacy to a
286 member of the Election Committee no later than fourteen (14) days prior to the scheduled Annual Business Meeting.
- 288 c. If the Election Committee determines that an insufficient number of declarations of candidacy have been
290 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.

292 **Section 4. Statement of Qualifications**

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

302 **Section 5. Eligibility**

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

306 **Section 6. Annual Election**

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

310 **Section 7. Ballot**

- 312 1. A ballot shall be prepared by the Election Committee on which shall be listed all candidates for the Board of
314 Directors offices. Only those votes cast on the Official Ballot shall be valid. The Official Ballot shall be
316 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
318 Business Meeting. No person shall submit any ballot other than his/her own.
- 320 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
322 election can occur by a majority vote of those members attending the Annual Business Meeting.

324 **Section 8. Votes Necessary to Elect**

- 326 1. The three candidates receiving the largest number of votes cast shall be elected.
- 328 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.



330 **Section 9. Installation of the Board of Directors**

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

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Section 10. Term Limits

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338 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.

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Article Six – Committees

342 **Section 1. Standing Committees**

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

354 2. Membership Committee

356 a. The Chairperson of the Membership Committee shall keep a membership list containing the names,
357 addresses, telephone numbers, and other pertinent data of all members. Termination and/or suspension
358 and other membership status information of all members shall be recorded together with the date of
relevant membership actions.

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362 b. The committee shall also be responsible for the generation and maintenance of an up-to-date mailing list
of active **OCWS** members.

364 c. The committee shall be responsible for mailing timely dues notices to the membership.

366 3. Program Committee

368 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.

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372 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.

374 c. The Program Committee shall maintain communication as necessary with speakers, which includes the
375 official Society request for services, thanks for accepting the speaking date, and thanks for having
376 spoken.

378 d. The Program Committee shall act as the main speaker's host during his/her participation in the **OCWS**
379 program.

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382 4. Arrangements and Facilities Committee



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

- 384 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.
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- 388 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.
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- 392 c. The committee shall estimate arrangement costs and prepare a budget for use by the Events
Chairperson and the Treasurer.
- 394 5. Publicity Committee
- 396 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
398 distribute all press announcements and **OCWS** advertising material.
- 400 6. Competition Committee
- 402 The Competition Committee shall plan, organize, and execute the annual commercial wine judging in
association with the Orange County Fair and any other committees and/or personnel assigned by the
404 Orange County Fair or its representatives.
- 406 7. Homewine Committee
- 408 a. 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
410 Orange County Fair or its representatives.
- 412 b. This committee shall promote educational activities related to home winemaking and shall be
responsible for activities in the **OCWS** related to home winemaking.
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- 416 8. Elections Committee
- 418 An Elections Committee shall be maintained in accordance with Article 5 Section 2 of these Bylaws.
- 420 9. Computer Committee
- 422 a. The Computer Committee shall oversee the hardware and software involved with the **OCWS** computer
system(s).
- 424 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
426 the **OCWS** computer system(s).
- 428 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**.
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- 432 10. Scholarship Committee
- 434 a. The Scholarship Committee shall maintain liaison with colleges and universities in California that offer
degree programs in oenology and/or viticulture.
- 436 b. The committee shall make recommendations to the Board of Directors as to recipient institutions and
scholarship amounts.
- 438 c. The committee shall maintain communication with scholarship recipients.



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Section 2. Finance Committee

1. The Finance Committee shall be chaired by the **OCWS** Treasurer. This committee shall meet periodically as determined by the Treasurer 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 audit of the **OCWS** records at least four times a year and shall submit the results of that audit to the President.
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

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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

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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

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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

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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

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

Article Nine — Miscellaneous

Section 1. Amendments

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

Section 2. Limitations on Activities

- 564 1. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise
566 attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue
568 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.
- 570 2. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not
572 permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of
574 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.

576 No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members,
578 directors or trustees, officers, or other private persons, except that the corporation shall be authorized and
580 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.

584 Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all
586 debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning
588 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

- 592 1. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this
594 corporation, the provisions of the Articles of Incorporation shall govern.
- 596 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.
- 598 3. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles
600 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.
- 602 4. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such
604 sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding
provisions of any future federal tax code.