

# **GERMAN WINE SOCIETY – SAN FRANCISCO CHAPTER**

## **BY-LAWS**

### **ARTICLE I**

#### **General**

Section 1. The chapter shall be known and conduct business as the San Francisco Chapter (hereafter called the "Chapter") of the German Wine Society (hereafter called the "Society") a membership, non-profit, non-stock corporation organized under the laws of the District of Columbia. A letter of authorization shall be obtained from the Board of Directors of the Society.

Section 2. The purpose or activities of the Chapter shall be those set forth in the By-Laws of the Society, Article II, including improving the interest of the members of the Chapter in German culture through their knowledge of, and interest in, German wine.

### **ARTICLE II**

#### **Members**

Section 1. Membership in the Chapter and the Society is open to any person of at least 21 years of age upon completion of the Chapter's membership form and payment of the initiation fee and annual dues.

Section 2. Two members of the same household may jointly share membership in the Chapter. One person of the two will be considered the member of record with the rights and obligations of members as described in these By-Laws.

Section 3. Each member of record shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Membership in the Chapter is not transferable or assignable.

Section 5. Membership in the Chapter may be terminated whenever, in the judgment of the Management Board, the interests of the Chapter will be served thereby.

Section 6. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 7. Upon written request signed by a former member and filed with the Secretary, the Management Board may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board may deem appropriate.

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Section 8. Information about members will not be divulged to any party except as required by the Society.

**ARTICLE III**

**Management Board**

Section 1. The affairs of the Chapter will be managed by a Management Board, the members of which must be members of the Chapter or a joint member as described in Article II, Section 2. The number of members of the Management Board shall be fixed from time to time by the Management Board and shall include the following: President, Cellar Master, Vice President – Membership, Vice President – Trade Liaison, Treasurer, and Secretary.

Section 2. Self-appointed members of the interim Management Board shall serve from January 1, 2006 until such time as a new Management Board is elected. Beginning immediately after the election and annually thereafter, the Chapter shall elect the Management Board, by a majority vote of those members voting. All members of the Management Board may be re-elected for successive terms.

Section 3. The Chapter President shall be a member of the Executive Committee of the Society and act as a representative of the Chapter to the Society, as provided in the Society's By-Laws. The President shall be primary contact with the German Consulate in San Francisco. The President shall preside at Management Board and Chapter business meetings. The President shall submit to the Society's Board of Directors an annual report of the Secretary and the Treasurer of the Chapter. The President shall be the principal executive officer of the Chapter and shall, in general, supervise, control all of the business and affairs of the Chapter, perform all duties incident to the office of President, and such other duties that may be prescribed by the Management Board from time to time.

Section 4. When a new President of the Management Board has been duly elected, the former President becomes the Past President and continues as a voting member of the Management Board for a period of one year. The position of Past President is not an elected but an automatic one and serves to provide continuity and assistance to the organization. If the outgoing chairman declines the position of Past President, that position will remain vacant until a future outgoing chairman accepts it.

Section 5. The Cellar Master shall arrange secure and appropriate storage of the Chapter's wines, maintain accurate inventory records, recommend cellar additions and consumption schedules, develop and implement an acquisition policy, and bring Chapter wines to the tasting events.

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Section 6. The Vice President – Membership and Trade Liaison shall perform outreach to current and prospective members and support relationships with the wine trade to promote awareness of the German Wine Society and its activities.

Section 7. The Treasurer shall have charge and custody of and be responsible for all funds of the Chapter, receive and give receipts for monies due and payable to the Chapter from any source whatsoever, and deposit all such monies in the name of the Chapter in a bank, trust company, or other depository. The Treasurer pays out monies as business of the Chapter may require. The Treasurer shall exhibit the Chapter books and accounts at all reasonable times to any member of the Management Board. The Treasurer shall also perform such other duties as may be assigned by the Management Board from time to time.

Section 8. The Secretary shall keep the minutes of the meetings of members and of the Management Board, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the Chapter's records, keep a register of the mailing address of each member, and perform all duties incident to the office of Secretary and such other duties as directed from time to time by the President or by the Management Board.

**ARTICLE IV**

**Management Board Business Meetings**

Section 1. The Management Board shall conduct business meetings at such place and time and upon such notice as may be prescribed by the Management Board. A Management Board member's attendance at any meeting shall constitute waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Management Board need be specified in the notice or waiver of notice of such meeting. Guests are permitted to attend Management Board meetings upon prior consent of a majority of the Board members.

**ARTICLE V**

**Members' Business Meetings**

Section 1. The Chapter shall hold an annual business meeting of its members for the purpose of electing Officers from those duly nominated at such meeting and for the transaction of such other business as may come before the meeting. Other business meetings may be called by the Management Board.

Section 2. Adequate notice stating the place, day, and hour of any business meeting and the purpose or purposes for which the meeting is called, shall be sent not less than ten nor more than thirty days before the date of the meeting, either personally, by mail,

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or electronic submission at the direction of the Chapter President to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be sent when deposited in the United States mail, addressed to the member and sent to the member(s) address as it appears on the records of the Chapter.

Section 3. Each member shall have one vote. There shall be no vote by proxy. Voting on all matters may be conducted by written ballot.

Section 4. Members having at least one tenth of the votes entitled to be cast shall constitute a quorum at any business meeting.

**ARTICLE VI**

**Dues and Fees**

Section 1. An initiation fee is required of all members upon election to membership provided that members in good standing in 2005 shall not be required to pay any initiation fee. The amount of the initiation fee may be changed from time to time by the Management Board. For 2006, the fee is twenty-five dollars (\$25), of which ten dollars (\$10) is payable to the Society, and fifteen dollars (\$15) is retained by the Chapter.

Section 2. Each Chapter member shall pay dues annually, such dues to be payable in advance on January 1<sup>st</sup>. Members who join the Chapter after June 30<sup>th</sup> shall pay one-half of the dues amount for the remainder of the year. The amount of the dues may be changed from time to time by the Management Board. For 2006, dues are seventy dollars (\$70), thirty dollars of which (\$30) is payable to the Society, and forty dollars (\$40) is retained by the Chapter.

Section 3. Chapter members shall pay for each event that they attend at a rate to be established by the Management Board for each event. Each member will be entitled to bring one guest to each event at the member price; additional guests may be required to pay a higher price. Prospective members may attend one event at the member price.

**ARTICLE VII**

**Checks, Deposits, and Funds**

Section 1. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Chapter, shall be signed either by the Treasurer or President. All funds received shall be paid to the Secretary or the Treasurer and be the responsibility of the Treasurer.

Section 2. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the

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Management Board may select. The Treasurer and President shall be authorized to withdraw funds for the purpose of the Chapter business.

Section 3. No loans shall be made by the Chapter to its Management Board or to any member.

**ARTICLE VIII**

**Policy on Vendors**

Section 1. The policies enumerated in sections 2 and 3 of this article must be followed in order to protect the tax exempt status of the Society.

Section 2. Permissible activities include:

- 2.1 German wine producers, estate representatives, importers, or distributors holding educational events under Chapter auspices.
- 2.2 Holding Chapter events jointly with other not-for-profit organizations or with a German government agency.
- 2.3 Allowing the presenter at the meeting (e.g., a producer, estate representative, importer, or distributor) to identify retailers where the wines may be obtained.
- 2.4 Allowing a retailer to be present at the meeting and to distribute price lists and store location information to facilitate marketing activities to take place outside the Chapter meeting.
- 2.5 Making an announcement that a retail outlet, not the Chapter, will hold a tasting event and that it will provide a special discount or other promotional benefit to Chapter members attending the tasting. In this case, it is the retailer, not the Chapter, sponsoring the event.
- 2.6 Accepting wine donated by a producer, importer, distributor, or retailer.

Section 3. Impermissible activities include:

- 3.1 Sending out a newsletter or meeting notice that refers to "someone standing by to take your order."
- 3.2 Holding and/or advertising a joint tasting sponsored by the Chapter in conjunction with a commercial enterprise.
- 3.3 Announcing or holding a Chapter sponsored tasting at a commercial off-premises retail store or location.

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- 3.4 Distributing by the Chapter at a Chapter meeting or under the Chapter name or logo any advertising materials, except educational materials provided by the German wine producer.

**ARTICLE IX**

**Policy on Service of Alcohol**

Section 1. The Chapter recognizes the importance of vigilance in meeting its societal obligations and has adopted the following policies:

- 1.1 The announcements of tasting events on the Chapter website shall include the following words: “All Society members and guests are reminded that alcohol consumption can lead to intoxication and therefore Society members and their guests are expected to drink in moderation at Society events. It is advisable to provide designated drivers where available, or mostly to taste rather than consume alcohol when such drivers are not available.”
- 1.2 No Chapter member, guest or any other person at a Chapter event may be served by any other Chapter member when visibly intoxicated. It is recognized that service of beverages may be performed by persons other than Chapter members, such as restaurants, and, in such instances, be practically beyond the Chapter's control. In the event the organizers of any function recognize that any person has become visibly intoxicated, they shall advise the servers to cease service to that person and shall offer to call a taxi or other transportation for the intoxicated person.
- 1.3 The organizer or the organizer's designee should remind guests and members at events where alcohol is served that attendees are welcome to taste rather than consume, as their circumstances require, and appropriate receptacles for eliminating excess wine (typically called “dump buckets”) will be provided.
- 1.4 If the Chapter receives notice of a potential claim against the Society regarding a member driving while intoxicated, the Chapter shall report the claim immediately to the Society's National President.

**ARTICLE X**

**Fiscal Year**

Section 1. The fiscal year of the Chapter shall end December 31st of each year.

**ARTICLE XI**

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**Amendment**

Section 1. These By-laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the members voting at any business meeting. The By-Laws and any amendments thereto shall be reported to the Society.

Section 2. Whenever any provision in these By-Laws conflicts with the Articles of Incorporation or By-Laws of the Society, the latter shall prevail.

Adopted this 11th day of August, 2006.  
Amended this 26<sup>th</sup> day of August, 2007