

DRAFT

**Ontario Wine Society
Niagara Chapter
By-Laws
Issue 4.1**

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 Operating Committee.
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, 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).
2.1	January 23, 2012	Changes resulted from a by-laws review meeting held on January 17, 2012. The Elected Officers and Membership Coordinator were present.
2.2	February 22, 2012	Changes were made based on input from Richard Butlin, Treasurer and Debbie Levere, Secretary.
2.3	March 14, 2012	Changes were made based on input from Ken Burford (Toronto chapter Pres. and Corporate Pres.)
3.0	March 31, 2012	Version 2.3 was approved by a quorum of members present at the AGM and becomes version 3.0.
4.0	March 16, 2014	Director of Marketing added to the Operating Committee as an elected position – voted on and approved by membership at AGM.
4.1	February 5, 2015	Changes resulted from a review of the by-laws at Operating Committee Meetings held in 2014.

OWS - Niagara Chapter By-Laws

Issue 4.1

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

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

Head Office

1. 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 Corporate Directors of the Ontario Wine Society may from time to time determine.

Operating Committee

2. Definitions:
 - (a) Operating Committee – composed of Elected Officers, Directors, Coordinators including Membership Communications Coordinator and Cellar Master.
 - (b) Elected Officers – President, Vice President, Treasurer, Secretary, Director of Events, and Director of Marketing.
 - i. The Treasurer may not hold any other Elected Officer position to protect against a conflict of interest.
 - ii. In these By-laws, Elected Officers are also referred to as Officers.
 - (c) Planning Committee - Chaired by the Director of Events - composed of Event Planners and Volunteers.
3. The property and business of the OWSNC shall be managed by the Elected Officers.

4. 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
 - Addressing concerns about the performance of an Operating Committee member.

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

5. 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.
6. Each Elected Officer and Operating Committee member must be a current paid member or a Life-time member of the OWSNC.
7. Operating Committee members shall not receive any remuneration for their services.
8. No Operating Committee member shall directly or indirectly profit from his/her position. When in doubt about a situation, prior approval must be obtained from the Operating Committee before proceeding. With prior approval and a vote by the Elected Officers, a member may be reimbursed for reasonable expenses incurred in the performance of his/her duties and/or any expense incurred to attend meetings.
9. 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.
10. An Elected Officer who is vacating his/her position shall remain in office until the dissolution or adjournment of the meeting at which the resignation or termination is to be effective, after which time his/her resignation or termination is in effect.
11. The Elected Officers may contract agents as they 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 contract.

Vacancies among the positions of Elected Officers, however caused, may, so long as a quorum of Elected Officers remains 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.

Elections

12. Election of the Elected Officers will take place once per year at an event duly called for that purpose where a vote of the Niagara Chapter current paid and Life-time members will be taken. The person who obtains the majority of votes by members for an Elected Officer position will be deemed elected.
13. 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

14. 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 member of the Operating Committee.
15. 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.
16. An Operating Committee member deemed to be a detriment to the Chapter may by the vote of a quorum of Elected Officers be asked to leave the Operating Committee and to vacate his/her position.
17. A meeting of the Elected Officers exclusively may be held when deemed necessary.

Indemnities to Elected Officers and Others

18. 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 proceeding 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

- 19. Two of the Elected Officers are designated as Signing Officers. They are the President and Treasurer. 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.
- 20. 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

- 21. The OWSNC relies on the OWS for the production of a newsletter, maintenance of the OWS website, and some printed material.
- 22. 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

- 23. The **President** shall:
 - (a) Be the chief executive officer of the OWSNC;
 - (b) Act as a liaison with the OWS together with the Vice-President regarding issues concerning the OWS as a whole;

- (c) Preside at all Operating Committee Meetings of the OWSNC, or in the absence of the President, ensure the Vice-President presides;
- (d) 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) Ensure up to date statistics regarding Corporate Memberships are presented to the Operating Committee.

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

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

25. 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 of 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) Present a financial summary of Profit/Loss for each event to the Operating Committee;
- (h) Ensure that liability insurance is in effect for all OWSNC Operating Committee members;
- (i) Perform other duties from time to time as requested by the Operating Committee.

26. The **Secretary** shall:

- (a) Take minutes of Operating Committee meetings, the Annual General Meeting, and any special meetings of Elected Officers. Distribute the minutes of the Operating Committee meetings to all Operating Committee members and to the other chapter Presidents 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 Operating Committee meetings;
- (d) Keep an archive of the Minutes of the meetings;
- (e) Update the By-Laws and Policies and Procedures documents following amendments by the Operating Committee, or following ratification by the membership as required;
- (f) Perform other duties from time to time as requested by the Operating Committee.

27. 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 on events each fiscal year;
- (c) Recruit event planners;
- (d) 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 members, outside participants and contractors;
- (e) Report regularly to the Niagara Chapter Operating Committee;
- (f) Perform other duties from time to time as requested by the Operating Committee.

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

- (a) Develop an annual Marketing Plan consistent with the priorities established by the OWSNC Operating Committee;

- (b) Conduct surveys as required to understand the needs of the membership. Based upon an analysis of member responses, provide the Operating Committee with recommendations impacting membership retention and/or growth;
- (c) Analyze statistical data to identify trends and/or identify factors affecting relative success of each event;
- (d) Develop recommendations for increasing either membership and/or attendance at Chapter events as needed;
- (e) Develop programs necessary to effectively implement and measure marketing initiatives;
- (f) Work with OWS Corporate to coordinate interactions with Industry Members;
- (g) Promote OWSNC to all relevant constituencies other than existing individual and/or Industry Members, including the local public-at-large (Niagara Region), staff at Industry Member wineries, etc. Special focus to be placed on enrolling new members and event attendance;
- (h) Seek and develop relationships to permit broader promotion of OWS in general and, more specifically, the Niagara Chapter, including local press and festival organizers;
- (i) Assist OWS Corporate to enhance OWS marketing materials and to supplement with localized marketing materials, where necessary;
- (j) Contribute to the general awareness of OWSNC through social media, blog, newsletter, website or other media as appropriate, working through Corporate when applicable;
- (k) Report regularly to the Niagara Chapter Operating Committee;
- (l) Perform other duties from time to time as requested by the Operating Committee.

Directors

29. There can be up to four (4) other Directors of the OWSNC, one of which could be the Director of Industry Liaison. The duties of these Directors would be determined by the Elected Officers.

Other Operating Committee Member Functions

30. The **Membership Communications Coordinator** shall:

- (a) Maintain all records related to individual memberships including maintaining up-to-date mailing and e-mailing lists for 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 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 the names of people who have become new members of the OWSNC at Operating Committee meetings;
- (d) Monthly, prepare and provide input to the OWS regarding membership statistics. Review graphs of the number of members over time at Operating Committee meetings;
- (e) Request feedback and report to the Operating Committee, comments made by members regarding their non-renewal of membership;
- (f) Maintain historical records of member and past-member data.

31. The **Cellar Master** shall:

- (a) Report on the following at Operating Committee meetings as needed:
 - i. bottles used/damaged
 - ii. bottles acquired
 - iii. bottles which should be used soon
 - iv. any issues of concern
 - v. use of annual allocation of wine
 - vi. short-term plan and long-term plan for cellar
- (b) Ask for information about the following from Event Director/Planners:
 - i. bottles which should be acquired
 - ii. bottles in cellar needed for upcoming events
- (c) Arrange for wines to be purchased, and pulled from the cellar for events;

- (d) 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 approved 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 in advance 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 importance of the issue.
36. To ensure that all external communication pertaining to the OWSNC is consistent with the philosophy and policies of the Chapter.
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, as per each member's area of responsibility.
38. To maintain a general knowledge of Ontario wine, wine making, and wine industry issues.
39. To support the interests and directions of the OWSNC with all who contact the OWSNC and to behave in a professional manner which is in keeping with the mission of the OWS and its goals.

Minutes of the Operating Committee

40. The minutes of the Operating Committee meetings shall be distributed to each Operating Committee member, and to the other Chapter Presidents of the OWS. Further, they shall be available to the general membership of the OWSNC upon request.

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.
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 different kinds of memberships: paid and complimentary. Life-time and student members are deemed to be paid members. Complimentary memberships can include a Niagara College award recipient (one per year), and Honorary members. Voting privileges are only extended to paid members.
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 forwarding a written resignation to the OWSNC Membership Communications Coordinator, at which point regular email notifications from the OWSNC will cease.
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 typically have an associated admission fee to cover the costs of wine, food, rentals etc. The event planner/Director sets the admission fee with approval of the Operating Committee.
48. All members and their guests accept liability for their actions and they are required to sign a waiver to that effect.

Annual General Meeting

49. The Annual General Meeting (AGM) of the members shall be held at a place in Niagara as determined, along with the date, by the Elected Officers. This date must not be more than 90 days after the fiscal year end.
50. At least fourteen (14) days prior to any election or Annual General Meeting, written notice shall be given to each member. The address used (mail or email) shall be the member's last address recorded on the books of the OWSNC.
51. A quorum for any AGM/election is a minimum of ten (10) members.

Financial Year

52. The financial year of the OWSNC shall end on the 31st day of March each year, unless changed by a resolution of the Elected Officers.
53. Members will be told how to access the end-of-year financial statement on or before the Annual General Meeting.

Voting of Members

54. If members wish to call a meeting, proper notice must be given to all members (including 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; minutes must be taken and distributed to the OWSNC Operating Committee.
55. At all meetings of members of the OWSNC every resolution shall be determined by a simple majority of votes unless otherwise specifically provided by statute or by these By-laws.

Amendment of By-laws

56. The By-laws of the OWSNC may be amended or repealed, 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(s). The enactment, amendment or repeal of said By-law(s) shall not be enforced or acted upon until the approval of the members has been obtained.

Written Notification

The preferred means of providing written notification, as referenced in this document, is electronically, using the email address provided by the member. In the absence of an email address, the member's mailing address will be used.

Passed by the Operating Committee this _____ day of _____ 2015

PRESIDENT

SECRETARY