

**The International Wine & Food Society
IWFS Americas, Inc.
Oakville Branch
ARTICLES and BY-LAWS**

ARTICLE I

NAME AND PURPOSE

Section 1. Name:

The name of the society is IWFS Americas-Oakville Branch, a branch of the International Wine & Food Society (IWFS).

Section 2. Purpose:

The purposes of the Branch are to enjoy fine wines and foods and to share this enjoyment with others of like interests and beyond.

ARTICLE II

MEMBERSHIP

Section 1. Membership Classes:

- A. There is only one class of Membership.
- B. Membership in the Branch shall be by invitation only.
- C. Members shall have and exercise all rights of membership including voting and holding office.

Section 2. Granting Membership

To become a Member of the Branch, a person must:

- be at least twenty-one years of age;
- be proposed by a Member in good standing with the Branch;
- attend a minimum of two Branch events prior to being proposed;
- be elected to Branch Membership by a majority of the Branch Executive Committee.
- have paid current dues

Section 3. Proposing Members.

A Member may propose a prospective Member by submitting the person's name to one of the members of the Executive Committee for its action.

Section 4. Membership limit.

Membership in the Branch may be restricted from time to time by the Executive Committee limiting the number of members.

Section 5. Loss of Membership. If a Member fails to pay dues by December 31, the Member is automatically delinquent and may be dropped by the Executive Committee.

Section 6. Reinstatement. A late payment fee of \$25.00 shall be charged for reinstatement.

ARTICLE III

DUES AND INITIATION FEES

Section 1. Fiscal Year:

The fiscal year of the Branch shall begin on January 1st and end on December 31st.

Section 2. Dues:

- A. The Executive Committee shall set Annual Dues.
- B. Dues are payable on December 1 for the following fiscal year. They are delinquent if not received by December 31st.
- C. Notice of dues will be sent on or before November 15. A second notice will be sent to members whose dues are not received by December 15th.

Section 3. Initiation Fees:

There shall be an initiation fee for all new Members inducted into the Branch in an amount set by the Executive Committee.

If a member submits a written request to withdraw, the initiation fee will be waived on rejoining.

ARTICLE IV Officers and Executive Committee

Section 1. Officers.

The officers of the Branch are President, Treasurer, Secretary.

Section 2. Executive Committee.

The Executive committee shall be comprised of the President, Treasurer, Secretary, Membership Director, Event Coordinator, Communications, Webmaster, Cellar Master and two members at large. The immediate past president may serve for one year as a non-voting member of the Executive Committee.

Section 2. Duties.

The roles and responsibilities of the Executive Committee are itemised in these bylaws and the Members Handbook.

Section 2. Term of Office:

- A. The term of office is one year or until their successor is elected.
- B. The term begins at the close of the Annual General Meeting (AGM) at which the member is elected and ends at the close of the following AGM.
- C. In principle no member may serve more than 3 consecutive terms on the Executive Committee.

Section 3. Vacancies.

If a member of the Executive Committee is unable to complete their term, the Executive Committee shall appoint a successor who is qualified to take office until the next AGM. The Executive Committee shall have the power to fill vacancies for unexpired terms of elected officer by appointment

ARTICLE V EXECUTIVE COMMITTEE

Section 1. Governance:

The Branch shall be governed by the Executive Committee. The Executive Committee shall make all policy decisions for the Branch. Decisions of the Executive Committee shall be made by a majority vote of a quorum present, in person, at any properly called meeting of the Executive Committee, unless otherwise herein expressly provided.

Section 2. Meetings.

Meetings of the Executive Committee shall be called by the President or, at the request of three members of the executive committee. Notice of an Executive Meeting should be sent ten or more days in advance.

Following the AGM the executive committee shall meet to elect officers and fill roles from among its membership.

Section 3. Quorum.

Four members of the Executive Committee present, in person (or on-line) shall constitute a quorum.

Section 4. Action without a meeting. Any motion may be adopted by electronic vote so long as all members respond to the call by voting or by notification of their intent to abstain.

Section 5. Meeting by electronic means:

It shall be acceptable for members of the Executive Committee to participate in meetings via electronic means.

ARTICLE VI

ELECTION AND QUALIFICATION OF OFFICERS

Section 1. Eligibility:

Any Member of the Branch is eligible for any position on the executive committee,

Section 2. Nominating Committee.

- A. The nominating committee shall be comprised of 3 members appointed by the executive committee.
- B. Duties. The nominating committee shall recruit eligible candidates prepared to stand for election to the Executive Committee. The Nominating Committee shall submit a slate of directors to the Executive Committee no less than 14 days before the AGM.

Section 3. Candidacy:

The Executive Committee shall maintain a list of candidates from which appointments may be made to fill unexpired terms between annual elections. The candidate list shall also be used for formal nominations for vacancies to be filled by election at the AGM of the Branch.

Section 3. Qualification:

Any member in good standing is eligible for election to the executive committee.

Section 4. Election:

- A. Election of the directors shall be held at the AGM.
- B. Nominations from the floor will be taken.
- C. Voting will be by ballot if:
 - a. There is more than one candidate for the position; or
 - b. The members order a ballot vote by a majority vote.
- D. Election is by majority vote of those present, in person or by proxy.

ARTICLE VII

Committees.

The executive committee may establish standing and special committees as needed.

ARTICLE VIII

AMENDMENT OF BY-LAWS

Section 1:

These By-Laws may be amended by majority vote of a quorum of the Membership present at a properly called meeting of the Branch. Notice of amendment must be distributed not less than 30 days prior to the meeting at which the amendments will be discussed.

Proxy votes shall be included in the count.

ARTICLE IX

MEETINGS

Section 1. Annual General Meeting:

- A. The Annual General Meeting of the Branch is that meeting called for the announced purpose of electing executive committee and receiving annual reports and any other business of the Branch.
- B. The Annual Meeting shall be held no later than March 31st, of each year. Notice of meeting shall be provided not less than 30 days before the meeting.
- C. The agenda for the AGM and minutes of the last AGM shall be sent to members at least two weeks in advance.
- D. There is no cost to attend the Annual General Meeting.

Section 2. Special Meetings:

- A. A Special Meeting may be called by a majority of the Executive Committee or by written petition of twenty-five percent of the Membership in the Branch.
- B. Notice of A Special Meeting of the Branch shall be forwarded to the membership not less than 14 days prior to the meeting.

Section 3. Quorum:

Twenty-five percent of the Membership in the Branch constitutes a quorum for any Annual or Special Meeting of the Branch.

ARTICLE X

DISSOLUTION

Section 1. Assets and Liabilities:

If the Branch is dissolved for any reason, the Branch's assets shall be liquidated at the direction of the Executive Committee, and all outstanding liabilities of the Branch shall be paid.

The remaining Branch funds (including the wine cellar contents) shall then be equally distributed to the eligible members.

Section 2. Eligible Members:

Eligible members entitled to the equal distribution of the Branch's remaining funds upon dissolution shall be those members who have fully paid their dues for the 24 months immediately preceding the date of dissolution.

Section 3. Date of Dissolution:

The date of dissolution of the Branch shall be when the assets of the Branch have been completely liquidated and all outstanding liabilities paid in full.

ARTICLE XI

PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern in all cases where these bylaws, the IWFS bylaws and membership manual are silent.

Appendix A

EVENTS

Section 1. Number and Type:

There shall be at least 6 Branch events per year.

Section 2. Guests:

When space permits, guests may be invited to participate in Branch events. Inviting members are responsible for financial and social obligations of their guests. Guests may be invited to become a member after attending two events.

Section 3. Reservations:

Reservations shall be accepted and confirmed in the order of payment.

Section 4. Pricing:

Events should be priced to be self-supporting with the following additional guidelines:

- Guests shall ordinarily pay a surcharge, as set at the discretion of the Executive Committee.
- Special events may be subsidized as determined by the Executive Committee to offset the higher costs of wine, food, entertainment, venue, and transportation.
- It should be noted that the purchased prices of the wines served from the Branch's Wine Cellar shall be noted to the Treasurer.

Section 5. Event Host:

Each event shall be under the direction of an Event Host who shall work in collaboration with the Event Coordinator.

The duties and responsibilities of the Event Host shall include, but not be limited to the following:

- Establishing a budget and venue.
- Coordinating date and time with the venue and the Branch's calendar.
- Coordinating the food to be served.
- Coordinating the wines to be served with one or more members of the Branch's Wine Cellar Committee.
- Organizing all pertinent details and information, e.g., dress code, deadlines for reservations, space limitations for members and guests, menus, table decorations, entertainment, etc.