

# Washington Athletic Club (WAC) Wine Club Constitution and Bylaws

(Amended in August 2018)

## Article I: Name

This club shall be known as: "The WAC Wine Club," or "WWC".

## Article II: Purpose

The purpose of the WWC is to promote the understanding and appreciation of wine through education, and tasting, while developing a social group for WAC members with interest in wine.

## Article III: Membership

Any WAC member in good standing and 21 years of age may apply for membership; provided that total membership shall be limited to 90.

## Article IV: Officers

The officers of the WWC shall be a President, Vice President, Events Officer, Secretary and Treasurer. The duties of the officers shall be as follows:

The **President** shall conduct all regularly scheduled meetings of the Club. He or she will be responsible for appointment of a standing Events Committee and a Nominating Committee or other committees as needed. From time to time the President will also appoint a Web Master for the club as described below. The Activities Chair, Cellar Chair (also called Cellar Master) and Assistant Cellar Master positions shall be reviewed and appointed by the President at the start of each fiscal year for the coming year and as needed.

The **Vice President** shall assume the responsibilities of the President in his or her absence, shall assist the President in all duties, and shall convene the Activities Committee and Nomination Committee or other committees as directed by the President. The Vice President shall be responsible for the strategy of the non-Cellar Tasting meetings (Article IX, Meetings). The Vice-president shall also be responsible for marketing content such as the Wine Club website.

The **Secretary** shall maintain minutes of all meetings (or delegate appropriately to another member of the Executive committee), maintain a record of attendance at meetings, and assist the president with documentation and records of communications as needed. He or she shall maintain a roster of members, a roster of persons waiting to join the WWC and a roster of members and guests who have committed to attend upcoming meetings. He or she shall develop and send communications to club members regarding all club meetings, and shall respond to requests for information about the club, joining the club, rosters, etc. The Secretary shall provide a list of members to the Treasurer prior to the end of the fiscal year.

The **Events Officer** shall work with the Vice-President to determine non-cellar events. He or she will interface with the cellar master and WAC Catering Manager to ensure smooth and well-orchestrated meetings. The Event Officer is responsible to keep the meetings within the budget guidelines, shall give the approval for the WAC Banquet Event Order and provide the WAC with the final count of participants. He or she shall be the point of contact for the presenters. He or she will also write the description of events and work with the Web Master to get the description posted on the WWC website and will work with the Secretary to ensure the description is emailed to members to ensure proper and effective communication takes place.

The **Treasurer** shall maintain financial records under the oversight of the WAC Chief Financial Officer (CFO), and shall be a co-signatory along with the President of all documents authorizing WWC fund transfers. He or she shall submit for approval by the membership of the club an annual fiscal year budget, and thereafter shall submit a bimonthly report to the President and other Officers to reconcile revenues and expenses with budget projections. Based on the membership list, the Treasurer shall submit a list of WWC members to the WAC on July 31, the last day of the fiscal year, for bill of annual dues and as a count that may be used by the WAC to determine allocations to the WWC for the upcoming year. At the end of the fiscal year, the Treasurer shall submit an annual report to membership and to the WAC CFO reconciling annual revenues and expenses with the budget, and shall similarly report the club's cash position.

The Cellar Master and Assistant Cellar Master are responsible for managing the purchase and maintenance of the WWC wine. The Cellar Master and Assistant Cellar Master will report to the Executive Committee all activities related

to the consumption of WWC wine and the purchase of WWC wine and will work with the Events Officer to plan tasting meetings and events. There shall be an **Executive Committee** comprising the President, Vice President, Immediate Past President, Secretary, Events Officer and Treasurer, as well as the Cellar Master and Assistant Cellar Master, the Chair of the Activities Committee, and the Chair of the Cellar Committee if those committees are formed. The Executive Committee may meet from time to time between regularly scheduled club meetings to deal with meeting planning, and to deal with other matters that may arise that require a prompt decision. The Executive Committee may also draft preliminary policy or other decisions that require full membership approval, pending such approval at the next regularly scheduled club meeting. When urgent matters arise that require decisions that cannot be deferred for final action by the full membership, the Executive Committee shall be empowered to make such decisions, which shall be subsequently reported to the full membership at the next regularly scheduled club meeting.

#### **Article V: Quorum and Vote**

Except as noted elsewhere in this document, all policies, decisions, and elections requiring the approval of the WWC's full membership shall require a majority vote of members present at a meeting that includes a quorum of voting members. The presence, in person or by proxy, of Fifty One Percent (51%) of the Club's current voting members and the presence in person of at least two of the four current Officers shall constitute a quorum. At any meeting of the Club, a member may vote in person, and may also vote by proxy. Proxies may be in writing and signed by the member, or may be by email sent from the email address which the Secretary has on file for the member. Proxies must be delivered to the Secretary at or before the appointed time of each meeting of members.

#### **Article VI: Election and Term of Officers**

The Officers shall serve for various terms as follows: Elections for Vice President shall take place annually. Upon completion of his or her year of service, the Vice President shall become President, and the following year he or she shall serve as Immediate Past President to assist the President as requested by the President. The Secretary and the Treasurer shall each serve for two years. The Events Officer shall serve for two years. To assure that many members have an opportunity to serve, officers shall not be eligible for election to office in the year immediately following the completion of their term of service unless there are no available candidates from the membership to nominate for the positions. If this is the case, then the officers may continue in their current positions until available candidates are nominated for and elected to the open positions.

#### **Article VII: Fees**

To provide a cash balance sufficient for operations, and to provide revenues sufficient to support the activities of the club, the following fees and dues shall be assessed from all members: A one-time non-refundable initiation fee of \$100 shall be required from any new member, or \$150 for a member plus a significant other or spouse, and shall be assessed at joining. If a member resigns from the club and later rejoins, he or she will not be assessed an additional initiation fee. Beginning in fiscal year 2008-2009 each member shall be assessed annual dues for membership. Such dues shall be calculated as \$40 per person for all scheduled meetings, excepting a yearly "Cellar Tasting" meeting for which dues of \$50 shall be assessed (total \$250/year). Yearly dues shall be payable in full at the beginning of each fiscal year for existing members. Members who join the club in the course of the fiscal year, or who resign from the club in the course of the fiscal year, shall receive credit for these per-meeting dues pro rata. Decisions about such credits, about guest fees, and about special circumstances pertaining to scheduled meetings and events will be referred to the Executive Committee. All WWC fees and dues shall be **payable to the WWC via the member's WAC account**. Starting with 2010-2011 dues and fees may be indexed to reflect changes in costs in the club's operations. Prior to their implementation, any such changes shall be agreed and submitted by the Executive Committee and approved by a majority vote of the full membership.

#### **Article VIII: Fiscal Management and Operations**

All allocated budget grants received by the club shall be deposited in the WAC's standard budget account through its Vice President for Food and Beverages. All funds generated through fees, dues, or other self-generated means shall be maintained on deposit in the WWC account through the WAC Vice President for Food and Beverages. The WWC President and Treasurer or their duly appointed designees shall be the sole signatory authorities for WWC fund transfers. They shall therefore provide signature cards as required by the WAC.

#### **Article IX: Meetings**

Unless decided otherwise by the membership, the WWC will hold regular meetings six times per year in September, November, January, March, May, and June. Meetings shall routinely be held on the second Thursday of the aforementioned months. The meeting location will be announced in advance of each meeting and posted on the WWC website. On the day of the meeting, the meeting will be posted in the lobby of the WAC. The Officers of the WWC and its membership may also convene up to two additional meetings in any year. The decision to convene such meetings may be made only with approval of at least two of the Officers as well as a majority of voting members present. There shall be at least one "Cellar Tasting" meeting per year hosted by the Cellar Committee using wines from the club cellar. Events are not considered meetings. Events may be arranged and organized for the benefit of WWC members from time to time.

#### **Article X: Elections**

Elections of Officers shall be conducted annually at the last regularly scheduled meeting before August, the beginning of the WAC fiscal year. The Executive Committee or the Nominating Committee (if one has been formed) shall propose a slate of candidates for office. Other nominations may be made from the floor at the meeting before the vote is taken. It is suggested that each candidate make a brief speech when he or she is nominated to inform the members who they are and why they seek the nomination. The election process (including nominations, speeches and vote) may be completed at the meeting.

#### **Article XI: Amendments**

This Constitution and Bylaws of the WAC Wine Club may be amended on written published notice of one week and by a vote of at least 51 % of the voting members at a general meeting where a quorum is present.

#### **Article XII: Limitation of Authority**

Nothing in this constitution shall be interpreted in a manner contrary to the Constitution or policies of the Washington Athletic Club, or the Washington State Liquor Control Board. Any issue not covered in this document shall be dealt with in a manner consistent with the By-laws of the Washington Athletic Club.