

# **Southwest Washington Winery Association Bylaws**

(Revised as of December 2, 2019)

## **ARTICLE I NAME**

The name of this organization shall be the Southwest Washington Winery Association, hereafter called the "Association" or SWWA.

## **ARTICLE II ORGANIZATION STRUCTURE**

The Association shall be structured as a 501(c)(6) non-profit organization, with tax exempt status under IRS 501(c)(6) regarding boards of trade, and governed by a board of directors ("Board").

## **ARTICLE III PURPOSE**

The Association is organized to promote and encourage the development and growth of the grape wine industry in the counties of Clark, Cowlitz, and Lewis, Washington, and areas in close proximity to them (the "Territory").

This will be accomplished through working in any or all of the following areas:

1. By fostering a positive business climate for the wine industry in the region by working cooperatively with local, county, and state leaders, and media, in order to support and further develop sustainable, responsible, and environmentally friendly wine making, viticulture, and tasting room experiences;
2. By participating and collaborating in general wine industry initiatives, wine tasting initiatives, and wine promotions, which encourage tourism and the expansion of wine-related businesses in the region;
3. By maintaining the nonprofit organizational structure that facilitates the successful and sustainable growth of the wine industry and wine-related businesses in the area;
4. By providing education and support services for people involved in viticulture and oenology, by promoting a constant increase in wine quality throughout the Territory, and informing the public about viticulture and oenology;
5. By seeking funds from the public and governments to support the organization's programs and services;

6. By fostering and facilitating, in cooperation with growers and wineries in the region, the development of a cooperative initiative to research, establish, and maintain a viable American Viticultural Area in Southwest Washington.
7. By supporting the local wine industry in other ways consistent with the above.

## **Article IV BYLAWS**

These bylaws and any amendments hereto adopted shall constitute the entire agreement among the Association Members, and shall supersede any previous promises, representations, understandings, and negotiations, whether oral or written, with respect to the subject matter hereof. No addition to, or alteration of, the terms of these bylaws shall be valid unless made in writing and agreed to by a majority vote of the eligible voting members at a regularly scheduled general Association meeting.

The initial bylaws shall be approved by the eligible voting members of the proposed Association prior to the official formation of the Association. The bylaws will be sent to all potential members by email or US Mail. They will be ratified by a majority of eligible voting members attending the subsequent meeting or by proxy vote received prior to the meeting.

## **ARTICLE V MEMBERSHIP**

**Section 1. Eligibility:** Any business entity, non-profit organization, educational institution or individual (together, any “entity”) that has an interest in viticulture and/or oenology, or desires to support the industry, and is located in the Association’s Territory, may apply for membership.

**Section 2. Application:** Any entity that wishes to be a member shall submit an application for membership to the Association Board of Directors. The applicant shall agree in writing to abide by the Association bylaws, which written agreement shall be contained in the application for membership. The Board shall determine whether the applicant should be admitted, and will use reasonable criteria in making its decision. Membership to the Association shall be granted upon the Board’s approval of the application, and the applicant’s payment of dues.

**Section 3. Levels of Membership:** The Association shall have the following 4 levels of Members:

- a. **Winery Members (“Tier 1”):** Bonded wineries having their primary business location within the Territory, and having manufacturing grape wine as their primary business.

**Voting Rights:** Winery Members in Good Standing will have full Association voting rights (1 vote per business).

**Benefits:** The Association shall reference its Winery Members in all electronic published

materials, and Winery Members will receive such other benefits as determined by the Board.

- b. Industry Members (“Tier 2”):** Tasting rooms that include Washington wines. Bonded cideries and meaderies are also included.

**Voting Rights:** Industry members will not have voting rights, except they will have the right to vote in non-binding association advisory votes (1 vote per business).

**Benefits:** Industry members may participate in committees and Association meetings. The Association shall reference its Industry Members in all electronic published materials and Industry Members will receive such other benefits as determined by the Board.

- c. Associate Members (“Tier 3”):** Businesses or organizations and grape growers that have an interest in the wine industry.

**Voting Rights:** Associate members will not have voting rights. They will have the right to vote in non-binding association advisory votes (1 vote per business).

**Benefits:** Associate members may participate in committees and Association meetings. The Association shall reference its Associate members in all electronic published materials and shall provide the Associate Members an opportunity to advertise their respective company, organization or interest, and Associate Members will receive such other benefits as determined by the Board.

- d. Individual Members (“Tier 4”):** People who have an interest in the wine industry.

**Voting Rights:** Individual members will not have voting rights. They will have the right to vote in non-binding association advisory votes.

**Benefits:** Individual members may participate in committees and Association meetings. Individual members can take advantage of any educational opportunities provided by the Association.

**Section 4. Membership Schedule:** Membership in the Association shall normally begin on January 1 of each year and end on December 31 of each year, but there will be one extended membership year from January 1, 2019, through February 29, 2020, and thereafter there will be a membership year of March 1 through February 28 (or 29, as applicable). The Board may allow a member to join in mid-year.

**Section 5. Membership Dues:** Annual membership dues for all levels of members shall be set by the Board, and are due January 1, except that dues will not be due on January 1, 2020, and beginning February 1, 2020, they will be due on February 1 (or at the time of joining, for new members joining in mid-year). Dues are to be paid no later than 28 days after the due date. Any member whose dues are not paid after the 28-day grace period shall be considered delinquent, and the non-paying Member will be Not in Good Standing.

Delinquent members may be reinstated by payment of outstanding dues, plus a late fee as may be set by the Board. Dues are not refundable. Dues for tiers 1, 2, 3, and 4 may be prorated if membership begins in a month other than January (or, beginning on March 1, 2020, in a month other than March).

Winery members (Tier 1) who consider themselves to be in a hardship situation may appeal to the Board for special consideration regarding the delay of dues payment. The Board shall have the authority to grant limited payment delays for appropriate reasons.

**Section 6. Member in Good Standing** A Member in Good Standing is a member that has (a) no delinquent debts due the organization, (b) has no unresolved issues regarding the abuse or negligent use of Association equipment or materials, or (c) has not failed to comply with Association bylaws. Members who are Not in Good Standing will have no membership rights or privileges until they have corrected these issues.

This member shall regain Member in Good Standing status by: (a) making payment of any and all delinquent fees/assessments, and/or (b) resolving the outstanding delinquent membership issue to the satisfaction of the Association through due process as determined by the Board, and/or (c) complying with these Bylaws.

**Section 7. Termination of Membership:** Association membership shall terminate upon the occurrence of any of the following events: (a) the death of the member where there is no other business partner or winery owner remaining; (b) the dissolution or sale of a winery, vineyard, or other enterprise; (c) resignation of the member; (d) failure of a delinquent member to regain "good standing" status either through payment of outstanding funds due within a stated time frame or through the due process as determined by the Board.

**Section 8. Expulsion:** The Board shall have power to recommend expulsion of any member of the Association for just cause. Written notice of the meeting to consider expulsion shall be given to the member at least 2 weeks prior to the meeting, and shall advise the member of his/her right to appear in person to defend himself/herself. The notice of pending expulsion shall specifically state the nature of the charges and shall advise the member of his/her right to appear in person to defend themselves.

Notice of the Association meeting at which the expulsion is to be considered shall be provided to all active members at least 2 weeks prior to the meeting and shall contain the name(s) of the member(s) under consideration for expulsion and a statement of charges. A two-thirds vote in favor of expulsion by eligible voting members present is required for expulsion.

## **ARTICLE VI ASSOCIATION OFFICERS AND BOARD OF DIRECTORS**

**Section 1. Board of Directors:** The Board shall consist of the following officers:

- President
- Vice President
- Treasurer
- Secretary
- One At-Large Director
- Ambassador (Non-Voting)

The initial Board shall be nominated for election by eligible Winery Members who attend a general meeting for that purpose. An election will be held with ballots emailed to all eligible Winery Members. The initial Board members will be elected by a simple majority of voting Winery Members who return ballots within 1 week of the date ballots are sent.

All Officers shall be elected for a 2-year term and may be re-elected for consecutive terms with the following exception: Secretary and Vice President will be elected for an initial 1-year term. Subsequent terms will be 2 years.

**Section 2. Eligibility:** A President, Vice-President, Secretary, Treasurer, and At-Large board member candidate must be a Tier 1 member or original Association member (a "Charter Member," as listed on the last page of these Bylaws) in good standing. An Ambassador candidate may be a non-winery member, and must be in good standing. An Ambassador term will be a 2-year term beginning on January 1. An Ambassador board position pays the yearly dues of a Tier 1 winery member. Only one owner from a winery may serve on the Board at one time.

**Section 3. Election of Officers:** A slate of candidates shall be presented to the Board of Directors by the Nominating Committee at the Board's November meeting. All nominees must be in good standing and agree to serve. Officers shall be elected at the December general membership meeting from the slate of candidates proposed by the Nominating Committee. Votes by a majority of voting members in good standing shall be required for a Board member to be elected. Newly elected officers shall be seated at the January meeting, except starting with 2020, they will be seated at the March meeting following the elections in December.

**Section 4. Office Vacancy:** The office of any Officer may be declared vacant by a majority vote by the Board upon (a) failure of that member to attend 3 consecutive Board meetings, i.e., unexcused absences; (b) failure to fulfill the duties of their position per the discretion of the remaining Board; or (c) if elected or appointed to another board position, thereby creating a vacancy; or (d) resignation of a Board member. Any vacancy occurring among the Officers shall be filled for the unexpired term by an eligible member appointed by a majority vote of the Board of Directors.

**Section 5. Executive Session:** The President may call an Executive Session to consider the following matters: (a) to consult with legal counsel or to consider communications with such; (b) to discuss personnel matters; or (c) to discuss possible violations of these Bylaws by a member. Executive Sessions will be closed to all but the Board members and any necessary other individuals who need to participate.

**Section 6. Indemnification:** In fulfilling their duties, the Officers of the Association Board, committee members, and general membership of the Association shall not be liable to the members or one another for any mistakes in judgment, except in the case of gross negligence, intentional misconduct or illegal activities. The Board and/or members shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association.

The Association shall indemnify and hold Board members and all other Association members

harmless from and against any and all liability to others, including losses, claims, damages, and expenses, including reasonable and necessary attorney fees, to the extent any such loss, claims, damages, and expenses are due to the acts or omissions of the Association or on account of any Association commitment or contract.

## **ARTICLE VII DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. Board of Directors:** The Board of Directors shall be responsible to ensure that Association bylaws are followed, initiate changes to bylaws when necessary, appoint committee chairs, oversee financial transactions of the Association, and ensure the preservation of the financial health of the Association, take action to ensure the operational function of the Board per bylaws, enforce membership rules, and determine the annual dues for each category of membership of the Association. A Board member will be an ex-officio member of each Association committee, or may be a voting member or chair of a committee as determined by the Board. The Board will appoint standing and ad-hoc committees per Article XI. The board may hire and supervise paid and unpaid staff as it deems necessary to help carry out Association activities.

**Section 2. President:** The President shall preside at all the meetings of the Association, serve as President of the Board of Directors, may be an ex-officio member of all committees except the Nominating Committee, work with the Treasurer on the budget, be authorized to sign checks in conjunction with the Treasurer, and review in detail all budget and progress reports of all committees.

**Section 3. Vice President:** The Vice President shall assist the President, preside at meetings in the absence of the President, attend committee meetings at the President's request, be authorized to sign checks in the absence of the Treasurer or President, and review in detail all budget and progress reports of all committees.

**Section 4. Treasurer:** The Treasurer must be experienced and competent with business accounting principles, including the system, as determined by the Board, under which the Association accounting will be maintained. They shall receive all dues and monies for the association, keep an exact accounting of all dues, other income, bank deposits, disbursements, and other financial matters, pay all bills upon receipt of a written statement and purchase proof, make a financial report to the Board at all Board meetings, and present the budget and financial report at all general membership meetings. The Treasurer will provide all Association financial records and monthly reports to the Audit Committee, as required to complete the annual audit. The Treasurer shall also be responsible for filing any annual returns with the Internal Revenue Service and any other government agency. The Treasurer shall be authorized to sign checks in conjunction with the president. The Treasurer and President shall work, with Board participation, to collect and maintain a significant financial reserve, to be retained for the primary purpose of protecting the Association and the Board from liability, but which may also be used to meet unexpected other expenses, provided that it will be re-established after it is drawn down. The Treasurer, working with the Membership Committee chair, shall maintain a membership list of the Association. The membership list shall be distributed to members of the

Association and may be distributed to other individuals or organizations having similar interests and/or nonprofit status.

**Section 5. Secretary:** The Secretary shall record the minutes of each meeting, distribute the minutes of the previous meeting, and keep a record of attendance at meetings of the Board of Directors.

**Section 6. Director At-Large:** The Director At-Large Member shall have full voting privileges of a Board member, and may be assigned additional duties from time to time by the President.

**Section 7. Ambassador:** The Ambassador will serve in a consumer liaison role to the Board and Association as a whole. The Ambassador role, at the discretion of the board, may represent the Southwest Washington Winery Association in dealings with certain matters such as the County, media, Greater Vancouver Chamber of Commerce, and others. The Ambassador will also create and maintain relationships with other associations, wineries, and vineyards outside Southwest Washington. The Ambassador will report to the Board monthly, in writing, on their liaison work for the Association.

## **ARTICLE VIII MEETINGS**

**Section 1. Fiscal Year:** The fiscal year of the Association shall be from January 1 through December 31, but the fiscal year starting on January 1, 2019, will continue through February 29, 2020, and thereafter there will be a fiscal year of March 1 through February 28 (or 29, as applicable).

**Section 2. Board Meetings:** The Board shall attempt to meet monthly but in no case shall meet less than quarterly. A quorum as defined in Section 6 below must be present before a vote can be taken. The November Board meeting will consider the nomination of Board candidates.

**Section 3. Association Meetings:** General Association membership meetings shall be held at such place and hour as designated by the Board of Directors, at least twice per year. Additional membership meetings for special events shall be held on such date, place, and hour as designated by the Board; however, specific meetings will be held as follows: A December Board meeting will consider approval of the annual operations budget, and also election of the Board.

**Section 4. Special Meetings:** Special meetings may be called by the President or by the Board, and shall be called by the President upon the written petition of 25% of voting members of the Association. Written notification of special Association meetings is to be sent by email to each voting member at least 10 days prior to the date of the meeting.

**Section 5. Notice of Association Meetings:** Notice of Association meetings shall be given to each member, at least 10 days prior to the meeting, by mail, phone or electronic means. The notice shall state the time and place of the meeting, if the place is other than the Associations corporate office. The notice need not specify the purpose of the meeting. All such notices shall comply with Washington Corporations code.

### **Section 6. Quorum**

- a. A quorum at each Board meeting shall consist of a majority of the voting membership of the Board. Board members may participate, and be considered present, and vote, by phone or in person.
- b. A quorum at an Association meeting for the purpose of transacting business at such meeting shall be the majority of the Tier 1 winery membership in good standing.

**Section 7. General Membership Voting:** Voting by proxy is allowed, either by alternate individual appointed by the voting member, or email ballot, or US Mail ballot.

## **ARTICLE IX AMENDMENTS**

Amendments to the Association bylaws may be originated and proposed to the Board by any member of the Association in good standing. The Board shall determine if the proposed amendment should be put to a vote of the eligible voting membership by majority vote of the Board. Amendments will be ratified by a majority of voting members that attend the Association meeting where the vote is held, with notice given as described in Article VIII, Section 5 above.

## **ARTICLE X USE AND EXPENDITURE OF FUNDS**

**Section 1. Nonprofit Status:** The organization shall not be involved in any activity for the sole purpose of making a profit for individual members or for the Association to distribute to individual members as profit; monies received from memberships and other fund-raising efforts shall be used to benefit the Association and its mission and specified purposes only. Unspent funds accrued will be held in the Association accounts and carried forward for future use as needed.

**Section 2. Expenditures of Funds:** The Association and its members are authorized to spend Association funds per the currently approved budget. Outside of the approved budget, funds can be spent as follows, if available: the funds of the Association under \$500 may be expended by order of the President or by a majority vote of the board. In the absence of the President, the Vice President may order expenditures, not to exceed \$500. Any expenditures exceeding \$500 must be approved by the general voting membership if not included in the annual budget. No member or group of members may incur any indebtedness in the name of the Association without prior approval through a majority vote of the Board of Directors.

**Section 3. Loans/Leases:** The organization shall not borrow money for any purpose unless approved by a majority of the voting membership.

**Section 4. Contracts:** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific circumstances.



**Section 5. Deposit of Funds:** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

## **ARTICLE XI COMMITTEES**

**Section 1. Standing Committees:** The standing committees of the Association will be:

- Nominating committee
- Audit committee
- Marketing committee
- Budget/Finance committee
- Education committee

Membership committee, Standing committee Chairs, and committee members will serve at the request of the Board for 1 year and may be re-appointed by the Board at the January Board meeting (or, on and after March 1, 2020, at the March Board meeting).

**Section 2. Ad Hoc Committees:** Ad Hoc committees shall be appointed by the Board as necessary for a term determined by the Board.

**Section 3. Committee Chairs:** Committee chairs shall be responsible for staffing their committees with Association Members.

**Section 4. Responsibilities of Committees:** The responsibilities of committees shall be determined by the Board and reviewed and updated from time to time.

## **ARTICLE XII WAIVER OF RESPONSIBILITY**

**Section 1.** All meetings and field trips attended by members or their guests is at their sole election, and the Association assumes no responsibility for personal injury or the loss or damage of any property or plant material.

## **ARTICLE XIII ORDER OF BUSINESS**

The business of the Association shall be governed by the rules of order described in the latest edition of Robert's Rules of Order unless otherwise specified in these bylaws.

The order of business at any Association meeting shall include:

- Board introductions.
- Motion to accept/approve the minutes as published from previous general meeting and

- approval of any unapproved minutes or corrections of minutes.
- Presentation of Treasurer's report and motion to accept/approve the Treasurers report.
- Reports and old business.
- New business.
- Adjournment.

## **ARTICLE XIV DISSOLUTION**

Upon dissolution of the Association, any remaining assets, after the payment of all just debts to the Association, shall be distributed to the Washington State University Cooperative Extension Service or any other organization or institution agreed upon by the Board of Directors for the purpose of furthering educational or viticulture and/or oenology programs. However, if such distribution should be in violation of the Association's tax-exempt status, then the distribution shall be to State or Federal Government in compliance with the Internal Revenue Service regulations for 501(c)(6).

### **AUTHORIZATION REFLECTING CONSENT OF MEMBERS TO REVISION OF BYLAWS:**

#### **Board of Directors:**

President: Richard Meyerhoefer \_\_\_\_\_  
Signature / Date

Vice President: Sunny Parsons \_\_\_\_\_  
Signature / Date

Treasurer: Jennifer English \_\_\_\_\_  
Signature / Date

Secretary: Michele Bloomquist \_\_\_\_\_  
Signature / Date

Director at-Large: Roger Rezabek \_\_\_\_\_  
Signature / Date

#### **Charter Members, who formed the Association on January 5, 2016:**

- Burnt Bridge Cellars, Vancouver
- Confluence Winery, Ridgefield
- English Estate Winery, Vancouver
- Heisen House Vineyards, Battle Ground
- Koi Pond Cellars, Ridgefield
- Moulton Falls Winery, Yacolt
- Olequa Cellars, Battle Ground
- Rezabek Vineyards, Battle Ground
- Stavalaura Winery, Ridgefield

- Cellar 55, Vancouver
- Emanar Cellars, Battle Ground