

CONSTITUTION

Section 1. Name - This organization shall be known as the Washington State Grape Society.

Section 2. Purpose - The purpose of this Society shall be the overall advancement of the grape industry in the State of Washington and shall include such duties as the collection and distribution of data and information of value to its members; and the protection, stimulation and assistance of the grape interests of the State.

Section 3. Membership - The membership of this organization shall be composed of persons or corporations who are interested in and will lend their assistance to the promotion of the purpose of this organization. ~~There shall be two classes of membership: A—Life, and B—Annual.~~

~~Life membership—A life membership shall be issued upon the payment of the life membership fee as hereinafter set in the By-Laws and such members shall be entitled to a copy of the annual proceedings of the Society.~~

~~Annual membership—An annual membership shall be issued upon payment of the annual fee as hereinafter set in the By-Laws and such members shall be entitled to a copy of the annual proceedings of the Society.~~

Active memberships shall consist of ~~annual~~ members who have paid the current year's dues, ~~or of life members~~. Only active members shall be eligible to hold office in the Society.

Section 4. Board of Directors and Officers

Section 4a. Board of Directors –The Board of Directors shall consist of nine voting members with additional non-voting positions of one Ex Officio Position and Academic Advisory Positions. At least five of the nine members of the Board of Directors shall be grape growers or an employee of a grape growing entity. At least one of the nine members of the Board of Directors shall be an Associate Member. Associate members shall be those involved in the grape industry who are not primarily growers.

Section 4b. ~~Ex Officio Director—~~The position of Ex Officio Director shall be filled by ~~the~~ previous President, who ~~is allowed to in the absence of any other member, shall then~~ vote and be counted in the making of the quorum. If the position of Ex Officio Director is not filled by ~~a the~~ previous ~~P~~resident, the position can be appointed by the board.

Section 4cb. Officers - The elective officers of the Society shall consist of a President, Vice President, and Treasurer, elected out of the board of nine directors by the board of directors.

Section 5. Terms of Office – The terms of office for all Board of Director shall be for three years. Officer terms including President, Vice President, and Treasurer shall be for one year. The Board Member serving in the officer positions shall still fulfill their three-year term of office of the Board of Directors. No member shall serve in the offices of President, Vice President or Treasurer for more than three successive, one-year, officer terms.

Section 6. Duties of Directors - Meetings - The Board of Directors shall have charge of all business of the Society, fix time and place for the annual and other meetings and prepare suitable programs.

Section 7. Duties of President, Vice President and Treasurer - The President, or in ~~their~~ absence the Vice President, or in both of their absences, the Treasurer, shall preside at all meetings. In the

absence of the President, Vice President and Treasurer, the Secretary shall call the assembly to order and proceed to elect a President pro tempore. The Treasurer shall receive all monies due the Society and pay out the same on orders signed by the President.

Section 8. Duties of ~~Executive Administrator-Secretary~~ - The Board of Directors shall appoint or hire an Executive Administrator-Secretary who shall keep ~~all records relating to of the proceedings of the meeting minutes, and carry on~~ the general correspondence of the Society, and the Society financial records. The ~~Executive Administrator~~~~Secretary~~ shall be a nonvoting member of the Board of Directors.

Section 9. Election – All elections of the Board of the Directors shall be by ballot or acclamation at the annual meeting, current members only voting. The nine voting members of the Board of Directors shall be elected by the general membership of the Society when terms expire based on a ~~three-~~year basis. The offices of President, Vice President, and Treasurer shall be elected by the nine members of the Board of Directors at the first meeting of the Board of Directors following the annual meeting.

Section 10. Committees - The Board of Directors shall appoint such committees s as they think advisable, in addition to the permanent committees named in the By-Laws.

Section 11. Amendments - The Constitution and By-Laws may be changed by the following process: (1) Requested changes being filed with the Board of Directors 30 days prior to the date of the annual meeting for review, then (2) at any regular meeting by a majority vote of all active members present, notice of such change having been filed with the President 30 days prior to date of meeting, such notice being read by the President during the business -first session of annual meeting. Constitutional changes are then approved by a majority of current members casting votes either in person or electronically, the Society, or by unanimous consent at any regular meeting of the Society.

BY-LAWS

Article 1. Meetings - The President shall preside at all meetings of the Society and of the Board of Directors and shall call necessary meetings of the directors at his own instance or as agreed upon by the directors. A majority of the Board shall constitute a quorum.

Article 2. Fees ~~—The life membership of the Society shall be \$300.00, payable at the time of the annual meeting. Life memberships shall terminate at the end of 10 years after the date of issuance.—~~

The Annual membership fee of the Society shall be \$35.00 per year, payable at the time of the annual meeting.

Annual memberships may be purchased by Processors for growers at \$30.00 per grower in a group of 20 or more payable at the time of the annual meeting.

Article 3. ~~Committees Vacancies—The Board of Directors shall fill all vacancies occurring in the elective offices until the next annual meeting.~~

- A. Audits and Finance - The Board of Directors shall act as the Committee of Audits and Finance to audit the accounts of the Treasurer and to invest the funds of the Society.
- B. Legislation - The Board of Directors shall be a committee on legislation to carry out the directions of the Society as expressed at its annual meeting in regard to legislation.
- C. Nominations - A committee of five on nominations shall be appointed by the Board of Directors and announced by the President at the annual meeting. The duties of this committee shall be to select and place in nomination officers for the coming year.

~~D. Resolutions—A committee of five shall be appointed by the Board of Directors and announced by the President at the annual meeting to serve one year. One of these appointments shall be a member of the Board of Directors, who shall serve as chairman of the committee. The duties of this committee shall be to receive resolutions and submit to the general membership such resolutions as they believe should be acted upon by the general membership. Except for routine appreciation resolutions, each resolution shall be read once for information prior to its presentation to the membership for voting. The time of voting on such resolutions shall be stated by the Resolutions Committee at the time of the first reading. Resolutions shall be presented to the Resolutions Committee not later than twenty four hours before they are to be considered at a scheduled business meeting.~~

D. Membership - A committee of five shall be appointed by the President for the ensuing year.

E. Other Ad-Hoc Committees shall be formed by the Board of Directors as deemed necessary.

Article 4. Officer Vacancies – The Board of Directors shall fill all elective office vacancies with internal interim appointments until the next annual meeting.

Article 5. Expulsion - Any member or officer may be expelled by a two-thirds vote of all members present at the annual meeting ~~any meeting~~ for not complying with the requirements of the Constitution and By-Laws.

Article 6. No part of the net earnings or income of the Society shall inure the benefit of any private shareholder or individual. In the event of termination or dissolution of the Society, all

assets, funds and property remaining after payment of all debts and obligations of the Association shall be distributed to ~~the~~ Washington State University to be used for the benefit of the State of Washington grape production and / or the Washington Wine Industry Foundation for student scholarships, the grape industry of the State of Washington in such manner as the President of the University shall determine; ~~n~~No portion of earnings or income thereof shall inure to the benefit of any private individual.