

THE INTERNATIONAL WINE & FOOD SOCIETY

York, Pennsylvania Branch

A Pennsylvania Non-profit Corporation

BY-LAWS

Article I - Introductory

- A. These By-Laws constitute the code of rules adopted by The International Wine & Food Society, York, Pennsylvania Branch for the regulation and management of its affairs.
- B. This Corporation (herein referred to as "the Branch") was incorporated on September 7, 1983, under the provisions of the Nonprofit Corporation Law of the Commonwealth of Pennsylvania and will have the purposes or powers as may be stated in its Articles, and such powers as are now or may be granted hereafter to nonprofit corporations. The primary purposes of the Branch are:
 - 1. To bring together and to serve all who believe that a right understanding of wine and food is an essential part of personal contentment and health and that an intelligent approach to the pleasures and problems of the table offers far greater rewards than the mere satisfaction of appetite.
 - 2. To raise the standard of cookery by organizing periodical dinners and luncheons at different hotels, restaurants and clubs when the fare and wines will be happily partnered and when deserving Chefs will be accorded a fair measure of articulate appreciation or by such other means as from time to time the Branch may decide.
 - 3. To promote a wider knowledge of the wines of the world and a more discerning appreciation of their individual merits by means of periodical tastings and visits to various vineyards or by such other means as from time to time the Branch may decide.

Article II - Membership

- A. The total number of members shall be limited to 25 individual or joint memberships.
- B. In order to qualify for membership as openings become available, the prospective member or couple must send a letter of application to the Branch Secretary. The prospective member must attend at least one dinner and one tasting with the Branch. When these requirements have been met, the Board will vote on the proposed member. The new member will be billed an entrance fee plus the dues which include the International membership, the North American membership and the Branch membership.
- C. To hold a joint membership, the spouse must pay to the North American Committee the prescribed supplement to the member's dues. The spouse is then a member of the Society and may hold office. Each membership, single or joint, shall have one vote.
- D. When a member couple divorces, it shall be their responsibility to determine which spouse retains membership in the Branch, and to so notify the Branch Secretary in writing. If the withdrawing spouse desires to become a member he or she shall be admitted to membership if an opening is available, otherwise his or her name shall be placed at the top of the waiting list.

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- E. The annual dues and the entrance fee shall be determined by the Board of Directors and the Treasurer shall forthwith render statements for dues to each member. Dues shall be paid by the members to the Treasurer no later than December 15th each year, or membership shall terminate automatically. In addition, a new member must purchase his or her proportionate share of the equity in the Branch wine cellar and other assets of the Branch, which equity shall be paid with the fees stated in subparagraph B of this Article, or as determined by action of the Board.
- F. When requested, each member shall be responsible for the planning of a dinner or a tasting on a rotating basis. Only one member shall receive credit for the hosting of an event. The Host shall advise the membership, in writing, at least six weeks prior to the event as to the date, time and place. R.S.V.P., accompanied by required remittance, shall be made two weeks before the date. A member is expected to attend a minimum of one tasting or dinner each year.
- G. "MEMBER EQUITY" is defined each year as the value of the assets of the Branch (wine glasses, wine in the Branch cellar, the amount in the wine fund, and the balance in the Treasury), minus outstanding liabilities, divided by the sum of joint memberships plus the single memberships, as of the most current annual meeting Treasurer's report. If a joint membership is held, the spouse assumes the deceased member's equity in the organization upon his or her death. If a joint membership is not held, the surviving spouse may become a single member without paying an equity assessment and thereby assume the deceased spouse's equity. Members who withdraw from the organization will receive 80% of their full current equity upon approval of a new member and receipt of their full membership dues by the Board. Priority of assignment shall be determined by order the written withdraws are received by the Branch Secretary.
- H. Member *Emeritus* status may be conferred upon an existing member who has maintained membership in the York Branch for at least ten (10) years, but who is not able to actively participate in York Branch activities, through circumstances not within his or her control, upon recommendation of the Board and upon unanimous vote of the membership at any regular or special meeting. A Member *Emeritus* shall be exempt from the payment of dues, but shall have no vote. This status is only for the York Branch only and not the parent organization.

Article III - Waiting List

- A. The membership size of the York Branch is limited to 25 individual or joint memberships. This limitation was established to facilitate tastings in the homes of members where space is the limitation. A membership waiting list has been established to allow interested persons to attend scheduled dinners and tastings on a space available basis. Persons on the waiting list will be advised of Branch events and encouraged to attend when they can be accommodated.
- B. Requests to be placed on the waiting list by persons who have attended at least one tasting and one dinner shall be in writing, addressed to the Secretary of the York Branch, and approved by the Board. The Secretary shall note in the membership records the date of receipt of the request, which date will determine priority of eligibility for membership.

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Article IV - Board of Directors

- A. The Board of Directors is that group of persons vested with the management of the business and affairs of the Corporation.
- B. The officers and immediate Past President shall comprise the Board of Directors.
- C. The Board of Directors shall meet as necessary, but not less than once during the Branch year, which shall begin upon the election of said officers each year.
- D. It shall be the function of the Board of Directors to:
 - 1. Designate the date and place of the annual meeting.
 - 2. Receive and act upon applications for membership.
 - 3. Determine the amount of the entrance fee and the annual dues which will include the North American dues.
 - 4. Communicate its actions and decisions to the membership.
 - 5. Appoint those committees which it feels it needs to effectively and efficiently operate the Branch.
 - 6. Authorize a minimum of five functions to be held during the year. These shall include two dinners, two tastings, and the annual meeting. Other events may be scheduled.
 - 7. Appoint a Committee of at least four members, whose responsibility it shall be to be available to assist the hosts of Branch events with the menu, wines and cost, prior to publication of the event.
 - 8. Maintain records of Branch events and request members to host future events in a manner that equitably apportions responsibility among the membership.
 - 9. Vote upon the removal of a member who has not attended at least one Branch tasting or dinner in a two year period, or to host an event as stated in Art. II. F.

Article V - Officers

- A. The officers of the Branch, shall be: President; Vice President & President elect; Secretary; and Treasurer.
- B. Officers shall be elected for a term of two years, and shall hold office until their successors are duly elected and qualify.
- C. An officer may not succeed himself or herself in the same office except the Secretary and Treasurer.

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D. Prior to the annual meeting, the nominating committee shall select a slate of officers to be presented at the annual meeting. The nominating committee shall consist of the immediate Past President (chairman), the current President and the Vice President.

1. Each member shall be entitled to one vote for each office.
2. Voting shall be by written secret ballot.
3. A simple majority is necessary for election.
4. Tellers will be appointed by the President or presiding officer.
5. Where only one candidate is nominated for an office, "2" above may be waived and, upon appropriate motion duly made and seconded, the Secretary may be instructed to cast an unanimous ballot for the candidate or candidates.
6. Vacancies in the offices as herein listed, occurring by relocation, resignation or otherwise, shall be filled by appointment by the Board of Directors until the next annual meeting of the membership, except that the Vice-President shall assume the office of President should it become vacant, in which case the Office of Vice-President shall become vacant.

E. The President

1. Shall preside at all meetings of the Board of Directors.
2. Shall preside at the meetings of the membership.
3. Shall be an ex-officio member of all committees.

F. The Vice President

1. Shall assume the responsibilities of the President in the event of his or her absence or illness, or if the office becomes vacant otherwise.
2. Shall arrange the program for the following year and arrange for a host sponsor for each event. The Vice-President shall be responsible for communicating the following requirements for functions to the host sponsor:
 - a.) Article II, F (notification);
 - b.) Article IV, D, 7 (Assistance Committee); and,
 - c.) Article VI, B, (date & attire).

G. The Secretary

1. Shall record or cause to be recorded minutes of the Board of Directors meetings and the meetings of the membership.
2. Shall receive and issue communications and correspondence in the name of the Branch.

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3. Shall maintain permanent records of the activities of the Branch or shall appoint an archivist or historian.
4. Submit record of activities to the Board of Governors of the Americas for publication.

H. The Treasurer

1. Shall receive and deposit monies of the Branch.
2. Shall pay bills of the Branch.
3. Shall render an annual accounting of the Branch's financial transactions to the membership at the annual meeting.

Article VI - Meeting & Events

A. The regular annual meeting of the membership shall be held in August or September at a designated place for the election of the Officers, and such other business as may come before the membership, upon thirty (30) days notice. Non-Members, other than a person accompanying a single member, shall not be permitted to attend the annual meeting.

B. The formal program shall consist of the following regularly scheduled events:

FALL	Annual Meeting	August or September
	Dinner	October
	Wine Tasting	November
SPRING	Wine Tasting	March
	Dinner	April

The months selected for the above events should be strictly adhered to. Any deviation must have prior Board approval. The schedule takes into account the weather and maintains a spread of time between events. The attire at Branch dinners shall be formal.

- C. The President or the Board of Directors may call a special meeting of the membership by mailing or emailing written notice to them at their respective addresses at least fifteen (15) days before such meeting. The notice shall specify the business to be transacted at such special meeting.
- D. Roberts Rules of Order shall be followed in all meetings of the membership and the Board of Directors.
- E. The members present at a meeting of the membership or a majority of the Board of Directors shall constitute a quorum necessary for the conduct of any business at any annual or special meeting of the membership or Board of Directors respectively.
- F. No business shall be conducted at dinners or tastings.

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- G. "Notice" and "written notice" as used herein shall include electronic media such as email and facsimile.

Article VII - Wine Glasses

- A. The Branch maintains a quantity of wine glasses, available to all members for use at Branch functions or at other activities in which the members will be participating.
- B. Glasses are stored at a Board member's house which is conveniently located for best access by all of the members. It is the responsibility of the member using the glasses to arrange for pick-up and for the prompt return of clean glasses.
- C. The cost of wine glass breakage will be born by the Branch where breakage occurs at a Branch function. Breakage occurring at a non-Branch function will be the responsibility of the borrower. Replacements will be obtained by the Branch to insure identical glasses at the prevailing cost.

Article VIII - The Wine Cellar

- A. The Branch maintains a wine cellar system to provide exceptional wines for future events.
- B. A Cellar Master and a Wine Master shall be appointed by the President each year. The Cellar Master will be in charge of the cellar inventory. The Wine Master will be the chairman of the Wine Committee, and will report on the cellar at each business meeting. A list of the wines and their value, with suggested maturity date will be made available to each member.
- C. Wines will be carried in inventory at acquisition value. When used at any Branch function, the Treasurer will reimburse the wine fund at the acquisition value from the monies collected for such function.
- D. A wine fund has been established for the purpose of purchasing wines for the cellar. All member assessments will be approved by the membership at the annual meeting.
- E. Wine procurement is under the direction of the Wine Committee, who shall recommend purchases to the Board for approval.

Article IX - Provision for Amending the By-Laws

- A. These By-Laws may be amended at the annual meeting of the membership or at a special meeting called by at least one-third of the members for that purpose.
- B. All members shall be notified at least two weeks in advance of such meeting. The nature of any proposed change will be state at the time of meeting notification.
- C. Any member may propose a change or amendment to the By-Laws.
- D. A Two-thirds (2/3) vote of the members present at the meeting, but in no case less than fifty-one percent (51%) of the total membership of the Branch, is needed for adoption.

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HISTORY

The Branch received its charter in September of 1969. The original By-laws were adopted when we incorporated on May 19, 1984.

AMENDMENTS:

September 3, 1984 - Article II, A, and Article IV, A, were amended to increase the maximum number of individual or joint memberships from twenty (20) to twenty-five (25).

September 10, 1989 - Substantial changes were made. A complete copy of the By-Laws before the changes is on file with the Branch Secretary.

September 20, 1992 - Provisions for a Wine Cellar, Cellar Master, and Wine Committee and Member, Equity re-established.

September 18, 1994 - Provisions for partial refund of Member Equity to retiring member adopted.

November 22, 1996 - Provision for Member *Emeritus* added.

August 15, 2003 - Responsibility for dues statements given to Treasurer instead of Secretary. Responsibility for notification of events given to Host instead of Secretary. Limitation on successive election of Secretary and Treasurer removed. Provides for the appointment of an archivist or historian. Requires Secretary to Submit record of activities to the Board of Governors of the Americas for publication. Created the position of Wine Master.

April 10, 2008 – Substantial changes were made. A complete copy of the Bylaws before the changes is on file with the Branch Secretary.