



## New Mexico Vine and Wine Society Amended By-Laws

Revised June 23, 2020

### ARTICLE I, NAME

The name of this association is New Mexico Vine and Wine Society, Inc., incorporated under NMSA (1953 ed.) 51-14-20, et seq. This corporation is organized and operated exclusively for charitable, educational, and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations, that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

### ARTICLE II, OBJECTS

The objectives of this association shall be to support and educate the general public of wine consumers, enthusiasts, wine growers, and other wine industry personnel by:

- Promoting and supporting wine appreciation and enjoyment through enology and viticulture educational programming and social events
- Supporting and promoting New Mexico wines and wine Industry to include both the NM Wine organization, individual wineries, farmers and related industries native to New Mexico
- Supporting the amateur wine making community in learning the skills and techniques necessary to produce quality wines and vineyards
- Supporting and fostering a working relationship with Educational Institutions who have a viticulture or enology presence in the state and is consistent with our mission
- Conducting and supporting the New Mexico State Fair Wine Competition.

All Our Mission is to:

“To connect New Mexico wine enthusiasts, wine and grape growers and the wine industry through education, promotion, and enjoyment of New Mexico Wines”.

### ARTICLE III, MEMBERSHIP

Section 1. Membership shall be open to the general public for those individuals having an interest, experience, or training in the wine, the wine industry, enology or viticulture (consumer, amateur or professional), and shall be subject to such other provisions and requirements as may be imposed in the by-laws from time to time.

Section 2. Any person desiring to become a member of this society shall do so by applying to the organization and paying dues. Membership is contingent upon being up-to-date on membership dues and being in compliance with the organization code of conduct.

Section 3. The Board of Directors may also establish honorary membership or other non-dues paying



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membership status and convey this membership upon those who qualify for it. Chapters may make recommendations for these membership categories. Honorary or non-dues paying members will have all privileges of membership, except that they may not hold office or vote in society matters unless they become dues paying members.

Section 4. The statewide New Mexico Vine & Wine Society membership is subdivided into regional Chapters. Additional chapters may be established by approval of the Board of Directors. The Board of Directors of the society shall outline in the NMV&WS Standard Operating Policies the number and geographic extent of new and/or existing chapters. Chapters are governed by the state organization Bylaws and operating procedures. Chapters may adopt Bylaws and/or operating procedures not to supersede the NMV&WS Bylaws and operating procedures.

Section 5. Chapters have the responsibility to conduct activities that are in accordance with the objectives and mission stated in these by-laws.

### **ARTICLE IV, MEMBERSHIP FEE STRUCTURE**

Section 1. The Board of Directors of the Society shall determine the fee structure and the annual membership dues. These items will be documented in "NMV&W Society Operating Policies".

Section 2, Chapters will be funded by a return of a portion of the New Mexico Vine & Wine Society dues paid by the individual Chapter members. The percentage of return shall be documented in the "NMV&W Society Operating Policies". Chapters may charge additional fees or collect donations for events as they deem necessary.

### **ARTICLE V, MEETINGS**

Section 1. Statewide membership meetings will be held at least once each year, as determined by the Board of Directors. Board of Directors will meet at least three times each year, one of which can be part of the general membership meeting.

Section 2. Special meetings of the Board of Directors or special meetings of the general membership shall be called by the President whenever he shall deem it necessary or whenever he shall be called upon to do so by five or more of the Board of Directors. Notification of such meetings will be in writing and mailed or e-mailed to each member at his last known address not less than seven days before the date set for such meetings. Minor issues may be handled via e-mail or telephone if no Board member objects.

Section 3. Chapter meetings will be nominally held bimonthly and or as designated by agreement of the Chapter officers.

Section 4. Notice of all statewide meetings will be published on all Social Media platforms used and an email sent to the general membership, this shall constitute legal notification

Section 5. A quorum at any meeting shall be defined a majority of current Board of Director members



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(Directors, Officers, and Chapter Presidents).

### ARTICLE VI, VOTING & ELECTIONS

Section 1. The election of officers and directors shall be held in June of each year.

Section 2. At all meetings, except elections and votes requiring General Membership voting, all votes shall be by voice.

Section 3. Nominations for Officers and Directors shall be made by a committee consisting of a minimum of three members appointed by the President, at least one of whom will be from the Board of Directors. The Committee will make nomination requests to the general membership and Chapter Presidents *during March*. Any member may make additional nominations from the floor or electronically.

Section 4. Nominations shall be posted on all social media platforms used and emailed to the general membership in May and no less than 14 days after nominations have been accepted and finalized and no less than 14 days before the starts (1 June) of the election process. Elections will be held electronically and be open for a minimum of 14 days. Elections will close on 15 June

Section 5. Officer and Director Elections shall be by majority of the participating General Membership.

Section 6. Installation of all new officers and Board of Directors shall be effective on 1 July of each year.

### ARTICLE VII, ELECTED TERMS

Section 1. All Officers and all Board of Directors will be elected for a two-(2) year term, ending June 30<sup>th</sup>.

Section 2. Two Directors, and the officers, will be elected in odd numbered years and three Directors will be elected in even numbered years.

Section 3. There shall be no limitation on the number of terms an Officer or Director may serve.

### ARTICLE VIII, DIRECTORS

Section 1. A Board of Directors shall manage the affairs and business of this association. The Board of Directors shall consist of the five elected state officers; five directors chosen by election from the statewide membership and Chapter Presidents and the immediate Past President. The Past President shall serve on the Board until his successor is replaced or a term of one year whichever is sooner. Multiple positions on the Board cannot be maintained by one individual thus requiring a vacancy of a position.

Section 2. The Board of Directors shall guide the general direction of the Society between regular meetings of the Society, shall recommend policy to the Society and shall perform such duties as are prescribed by these by-



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laws. The Board shall neither take an action nor adopt any policy contrary to the will of the membership expressed at a lawful meeting, whether regular or special.

Section 3. The Board of Directors shall have the power to appoint a paid employee and who shall serve at the pleasure of the Board. The Board shall specify the terms, conditions, duties and compensation of such employee. No person so employed may, at any time, serve as an officer or director of the Society.

### ARTICLE IX, OFFICERS

Section 1. The officers of this association shall be five in number: a President, a Vice President, a Secretary, a Treasurer and a Membership Secretary.

Section 2. **The President** shall be the Chief Executive of the association, charged with the duty of supervising all of its functions, subject to the orders of the Board of Directors and shall be an ex-officio member of all committees.

Section 3. **The Vice President**, in the President's absence or in the event of his inability to act, shall perform the duties of the President. He shall also perform such functions as the Board of Directors may from time to time assign.

Section 4. **The Secretary** shall conduct the correspondence of the Society, issue notices of and keep minutes of all meeting of the statewide Society, be custodian of the records, and discharge such other duties as the Board of Directors or the President may assign to him/her.

Section 5. **The Treasurer** shall have the care and custody of all funds and property of this Society. Disbursement shall be made only upon the order of the Board of Directors or of the President. The Treasurer shall submit a report for the preceding year at the first meeting after the beginning of the Fiscal year and shall render special reports whenever requested to do so by the Board of Directors. The Treasurer will be responsible for all legal and regulatory filing and reporting. The Treasurer maintains the official corporate records for the Society. A report of these filing will be made at each regular Board of Directors meetings.

Section 6. **The Membership Secretary** in conjunction with each Chapter President, shall maintain the roll and contact information of all members. Chapter Presidents are responsible for coordinating with the Membership Secretary to update membership rolls.

Section 8. **Chapter Presidents and Chapter Officers** shall insure that reports needed to supply information to the IRS or New Mexico Taxation and Revenue are made in a timely manner, and minutes of meetings, results of elections, etc. are also sent to the NMV&WS Chapter Presidents will report on chapter activities at each Board of Directors meeting.

Section 9, **Chapters**. Each regional chapter shall have as a minimum, a President, Secretary and Treasurer. Operation of each chapter is governed by the Chapter's By-Laws or in accordance with these Society By-Laws.



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Section 10. Officers and Board members may hold only one office at a time.

### **ARTICLE X, CONFLICT OF INTEREST AND COMPENSATION**

Section 1. Members of the Board of Directors or Officers shall not receive compensation for their services as Directors or Board Members.

Section 2. It is important to have a Nonprofit Conflict of Interest Policy to protect the 501(c)(3) tax exempt status of the corporation, by prohibiting the conduct of inappropriate business or make arrangements with its officers, directors, trustees, persons of interest, or anyone who would benefit directly or indirectly from public funds of the nonprofit organization. It is important for NMV&W Society directors, officers, and staff to be aware that both real and apparent conflicts of interest and dualities of interest sometime occur in course of conducting the affairs of the corporation. Conflicts of Interest are avoided and managed according to the Society COI Policy.

### **ARTICLE XI, REMOVAL/VACANCIES**

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three quarters (3/4) of the members of the Board of Directors, if in their judgement the best interest of the Corporation would be served thereby. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected.

### **ARTICLE XII, COMMITTEES**

Section 1. Such committees as are from time to time needed shall be appointed by the President and Board of Directors, who shall specify the task of the committee and the time for its report. Responsibilities of established committees shall be documented in the NMV&W Standard Operating Procedures.

### **ARTICLE XIII, STANDARD OPERATING PROCEDURES**

Section 1. The Board of Directors shall develop and adopt a set of Standard Operating Procedures to conduct the normal activities of the Society. The acceptance or modification of a Standard Operating procedure will require a majority vote of a Quorum of the Board of Directors.

### **ARTICLE XIV, BANK ACCOUNTS, CHECKS, CONTRACTS AND INVESTMENTS**

Section 1. Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness

Section 2. Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those



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specified in these By-Laws, to enter into any contract or execute and deliver an instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 3. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Section 4, Audit. The Board of Directors will conduct an annual financial audit. The audit will be accomplished by a committee of 3 current board members, in addition to the current Treasurer. The audit should be a verification of all income, expenses, and investments. The report of the audit will be provided at the next available Board Meeting.

### **ARTICLE XV, AMENDMENTS**

The By-laws of this Society may be amended by the affirmative vote of at least two-thirds of the members who are present and voting at the early meeting or at any regular or special meeting, or by electronic voting (for 2/3 of members submitting votes) provided that notice of any such meeting contains the proposed amendment or amendments.

### **ARTICLE XVI, PARLIAMENTARY PROCEDURE**

Section 1. Robert Rules of Order shall govern this organization in all cases not provided for in the articles of these By-Laws

### **ARTICLE XVII, INDEMNIFICATION**

Section 1. To the fullest extent permitted by law, the Corporation shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any actions by or in the right of the Corporation, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

Section 2. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to the fullest and extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnifications to the extent permitted by law.

### **ARTICLE XVIII, DISSOLUTION**



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Section 1. If for any reason a Chapter chooses to disband or disassociate from the New Mexico Vine & Wine Society, Inc. relationship, the Chapter President will notify the New Mexico Vine & Wine Society President and arrangements will be made to transfer all properties, assets and funds to the New Mexico Vine & Wine Society Treasurer. If a Chapter ceases to function, hold meetings, or comply with the provisions of the by-laws, for a period of six (6) months, the Board of Directors, after 60 days' notice, by certified mail, to the chapter president, may dissolve the chapter and cause its assets to be conveyed to the New Mexico Vine and Wine Society.

Section 2. In the event of the dissolution of the Society, any assets remaining shall be first applied to final payment and discharge of all liabilities and obligations of the Society. Any remaining assets shall then be transferred or conveyed to one or more domestic corporations, societies, or organizations which engage in substantially similar activities and which have been declared exempt from the payment of Federal income taxes by the Internal Revenue Service.

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These amended by-laws were adopted, notice having been given and a quorum present, at the meeting held June 23, 2020 via Zoom meeting.


Certification: DocuSigned by:  
Michele Rasch Secretary 6/30/2020  
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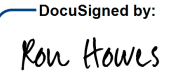
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Jeremiah Baumgartel President 6/26/2020  
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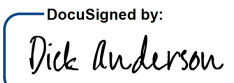
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Vice President - Sean Sheehan


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Secretary - Michele Rasch

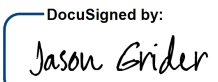
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Treasurer - Ron Howes


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Membership Secretary - Daniel Goodrich

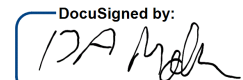
## Directors at Large

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Dick Anderson

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Bob Czerniak

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Jason Grider

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Lee Jones

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David Moeller





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## Chapter Presidents

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*Robert Dolci*

6/30/2020

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Northern Rio Grande President - Robert Dolci

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*Keith Powell*

6/29/2020

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Middle Rio Grande President - Keith Powell

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*Dale Ellis*

6/26/2020

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Southern Rio Grande Chapter President - Dale Ellis