



CONSTITUTION ***and*** ***BY-LAWS***

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CONSTITUTION	1
Name	1
Purpose (Objects)	1
BY-LAWS	2
1. HEAD OFFICE	2
2. MEMBERSHIP	2
2.1 General.....	2
2.2 Members - Clubs.....	2
2.3 Members – Members at Large.....	4
2.4 Members – Associate Members	4
3. GENERAL MEETINGS	6
3.1 Annual General Meeting.....	6
3.2 Special General Meetings	6
3.3 Notice of AGM and Special General Meetings	6
3.4 Quorum.....	7
3.5 Voting	7
3.6 Resolutions & By-laws.....	7
4. ELECTION OF DIRECTORS AND OFFICERS	8
4.1 Board of Directors	8
4.2 Nomination Committee.....	8
4.3 Election of Directors	8
4.4 Appointment of Officers	9
5. BOARD OF DIRECTORS – Roles & Responsibilities	10
5.1 Eligibility.....	10
5.2 Term of Office	10
5.3 Vacancies	10
5.4 Responsibilities	10
5.5 Accountability.....	11
5.6 Indemnity for any action, suit or proceeding.....	11
5.7 Remuneration	12
5.8 Conflict of Interest	12
5.9 Termination/Removal for Cause	12
6. EXECUTIVE OFFICERS – Roles & Responsibilities	13
6.1 Term of Office	13

6.2	Vacancies	13
6.3	President Responsibilities	13
6.4	Vice-President Responsibilities.....	13
6.5	Treasurer Responsibilities	13
6.6	Secretary Responsibilities	14
6.7	Director of Membership Responsibilities	14
6.8	Termination/Removal for Cause	15
7.	MEETINGS OF THE BOARD OF DIRECTORS	16
7.1	Regular Meetings	16
7.2	Special Meetings.....	16
7.3	Notice	16
7.4	Quorum.....	16
7.5	Executive Session (in camera)	16
7.6	Record of Meetings	16
8.	EXECUTIVE COMMITTEE	17
8.1	Composition.....	17
8.2	Vacancies	17
8.3	Responsibilities	17
8.4	Meetings	17
8.5	Notice	17
8.6	Quorum.....	17
9.	STANDING COMMITTEES AND TASK FORCES	18
9.1	Composition.....	18
9.2	Eligibility.....	18
9.2	Terms of Appointment	18
9.4	Vacancies	18
9.5	Responsibilities	19
9.6	Meetings	19
9.7	Quorum.....	19
9.8	Existing Standing Committees.....	19
10.	FISCAL YEAR.....	20
11.	FUND RAISING.....	20
12.	PARLIAMENTARY AUTHORITY	20

CONSTITUTION

Name

The Amateur Winemakers of Ontario (AWO) has been the coordinating body for amateur winemakers in the province of Ontario since 1969 and was incorporated as a not for profit AWO in June of 1977.

Purpose (Objects)

The AWO is a club based organization with clubs located across Ontario. Local clubs divide their energies among tasting, education, and social activities. Each club finds the balance that suits the interests of its members. The purpose of the AWO as adopted in June, 1977 and stated in the Objects of the Letters Patent are three-fold:

1. To provide education for its members and the general public in the art and science of home winemaking, brewing and cider making.
2. To promote the health benefits of moderate wine consumption.
3. To provide a forum for competitive judging of members' wines.

BY-LAWS

1. HEAD OFFICE

The Head Office of the AWO shall be established at the personal residence of the Secretary of the Board provided the residence is in the Province of Ontario or at such place therein as the Board of Directors may from time to time determine.

2. MEMBERSHIP

2.1 General

- (1) Membership shall be open to:
 - **Clubs** of amateur winemakers, brewers and cider makers in Ontario;
 - **Members at Large** – individual amateur winemakers, brewers and cider makers and all others who share an interest in wine, beer and cider making; and,
 - **Associate Members** – granted on a temporary or trial basis to allow individuals to attend AWO sponsored events and/or conferences.
- (2) Any and all members, regardless of membership class, must be of legal drinking age.
- (3) Members are entitled to full participation in the activities of the AWO subject only to those limits defined in these By-Laws.
- (4) Members are responsible for holding the Board of Directors accountable and monitoring its activities.
- (5) Club presidents, or their delegates, are responsible to liaise and share information and communications between the AWO, its Board of Directors and individual club members.
- (6) Clubs and/or their individual members may be called upon, from time to time, to assist the Board in effectively carrying out the requirements of administering the AWO or any AWO activity or task needing to be attended to.

2.2 Members - Clubs

The form of the AWO shall be that of an AWO of affiliated clubs united in the governance of a common cause.

(1) Composition

The AWO shall comprise those local clubs which are affiliated in good standing with the AWO.

(2) Eligibility

- (a) In order to qualify for membership in the AWO a club must have a minimum of six members, and for all purposes in dealing with the AWO each member of a family who is a

member of a club shall be counted as an individual member i.e. there shall be no family memberships.

- (b) Clubs in good standing are those affiliated local clubs which conform to the by-laws set out for the AWO and that are in good standing with respect to the payment of their annual dues.
- (c) New club members must be registered with the Director of Membership at the time the club accepts such members and dues paid accordingly. New members must be registered and in good standing at least 30 days prior to any AWO sanctioned competition in order to qualify for entry to such competition.

(3) Rights and Privileges

Local clubs which are affiliated with the AWO shall enjoy all rights and privileges of voluntary affiliation which shall include:

- (a) Acting on behalf of their members in respect of duties and prerogatives under these By-Laws;
- (b) Determination of the means by which their memberships choose delegates to represent them at Annual or Special General Meetings of the AWO;
- (c) Submission of Resolutions affecting the policies of the AWO;
- (d) Proposal of amendments to the By-Laws of the AWO;
- (e) Support from the AWO subject only to those limitations imposed by the adopted policies and/or budgetary requirements of the organization; and,
- (f) Access to Winetalk, Wine Maker magazine and any other such benefits as may be determined from time to time.

(4) Annual Dues

Annual dues shall be levied on member clubs provided that:

- (a) The annual dues shall be determined by the Board of Directors and approved by the delegates at the Annual General Meeting or a Special General Meeting called for that purpose.
- (b) The annual dues shall be reflected in the annual budget for the AWO.
- (c) Dues shall be paid annually by local clubs, prior to the commencement of each calendar year, currently December 31st.
- (d) Annual dues shall remain in effect until amended by the delegates at the Annual General Meeting or at a Special General Meeting called for that purpose.

(5) Revocation of Club Membership

Membership of any local club may be revoked for a stated cause by a three fourths (3/4) vote of all AWO voting delegates in attendance at any AGM or special meeting called by the Board, provided that the Board of Directors has given sixty (60) days notice that such a vote will be held.

Such notice and any subsequent revocation shall be in writing to the local club and sent by verifiable mail.

2.3 Members – Members at Large

Any individual person who has an interest in wine, beer or cider making may become a member of the AWO and is to be classified as a 'member at large'.

(1) Eligibility

- (a) Individuals may be granted Member at Large status, without club affiliation, by the Board of Directors, provided they meet the relevant criteria and procedures for acceptance as may be determined by the Board of Directors from time to time.
- (b) Members at Large in good standing are those who conform to the by-laws and objects of the AWO and that are in good standing with respect to the payment of their annual dues.
- (c) New Members at Large must be registered with the Director of Membership and dues paid accordingly. New members must be registered and in good standing at least 30 days prior to any AWO sanctioned competition in order to qualify for entry to such competition.

(2) Privileges

- (a) Individuals accepted as Members at Large shall enjoy rights and benefits as determined by the Board of Directors from time to time except that Members at Large shall not hold the right to make motions, vote or hold office in the AWO.
- (b) Support from the AWO subject only to those limitations imposed by the adopted policies and/or budgetary requirements of the organization; and,
- (c) Access to Winetalk, Wine Maker magazine and any other such benefits as may be determined from time to time.

(3) Annual Dues

- (a) The annual dues for Members at Large shall be as determined by the Board of Directors. In general, dues shall be that of the individual member rate for clubs. The board reserves the right to apply an additional surcharge to Members at Large as it deems fit.
- (b) Dues shall be paid annually, prior to the commencement of each calendar year, currently December 31st.

(4) Revocation of Membership

Membership of Members at Large may be revoked for a stated cause by the Board of Directors at their sole discretion.

2.4 Members – Associate Members

- (1) Associate membership may granted on a temporary or trial basis to allow individuals to attend AWO sponsored events or conferences

- (2) Fees for Associate members will be established by the Board of Directors and may vary according to the event at the time the Associate membership is granted
- (3) Associate members will not be allowed to put forth any motions, propose by law amendments, resolutions or vote at the Annual General Meeting
- (4) Associate members will not have access to Winetalk or subscriptions to Wine Maker Magazine (unless through personal subscription) or other benefits to regular members as may be determined from time to time.

3. GENERAL MEETINGS

3.1 Annual General Meeting

The Annual General Meeting shall be held within ninety (90) days of the fiscal year end at a time and a place to be determined by the Board of Directors, for transaction of the following business:

- (1) Approval of the minutes of the previous General Meeting;
- (2) Receipt and disposition of the Report of the Board of Directors and approval of the actions of the Board during the previous year;
- (3) Receipt and disposition of the report on annual dues and related revenue reflected in the budget;
- (4) Receipt and disposition of the annual financial statement and Report of the Auditors if an audit has been required;
- (5) Election of Directors of the AWO;
- (6) Amendment of By-laws, if any;
- (7) Disposition of Resolutions; and
- (8) The transaction of any other business which is pertinent to the interests of the membership except business which may not properly come before the assembly without prior notice.

3.2 Special General Meetings

- (1) A Special General Meeting may be called by the President or by the Vice-President in the absence of the President, or by notice in writing to the Secretary from 50% plus one member in good standing
- (2) The business to be transacted shall be limited to those Motions and Resolutions specified in the notice calling the meeting except that:
 - (a) Action may be taken on a matter for which no notice has been given if it is determined by a two-thirds (2/3) vote of those in attendance that either the substance or timing demands such action; and
 - (b) Action thus taken is ratified by the delegates at the next Annual General Meeting.

3.3 Notice of AGM and Special General Meetings

- (1) Notice of meetings and invitations to submit Motions, Resolutions and nominations, where applicable under these by-laws, must be given 120 days prior to the AGM or any Special General Meeting called by the Board.
- (2) Notice shall be given to representatives of local clubs and their members.

- (3) Final notice of meetings with proposed motions, by-law changes and resolutions; and, a listing of nominees for the Board of Directors shall be distributed at least 60 days prior to an Annual General Meeting and at least 45 days prior to a Special General Meeting.

3.4 Quorum

The quorum for Annual and Special General Meetings shall be the presence of delegates carrying votes that constitute 33% of the member clubs as described under Article 3.5

3.5 Voting

- (1) Each local club, in good standing, shall be entitled to one (1) vote and may designate its delegate as it sees fit.
- (2) Each voting delegate must sign in at the time of any annual general meeting or special general meeting
- (3) A club voting delegate must be present at annual general meetings or special meetings in order to cast a vote. Proxy votes will not be allowed.

3.6 Resolutions & By-laws

In general, motions to amend the by-laws should relate to the governance or governance structure of the AWO. Resolutions typically give the Board direction as to the work the membership wishes to see the Board undertake during its term or positions to be put forth by the AWO.

- (1) Resolutions and motions to amend by-laws considered at the Annual General Meeting must relate to the creation of, or change to, the policies of the AWO and meet the following requirements for submission.
- (2) Resolutions may be submitted by Local Clubs, the Board of Directors or any individual member of a club, whose membership is in good standing.
- (3) Resolutions must be forwarded to the Secretary at least 90 days prior to the date of the meeting.
- (4) Resolutions so submitted shall be referred immediately to the Resolutions Committee and refined if necessary in consultation with the originator(s) of the resolution.
- (5) Resolutions in final form must be distributed to the membership at least 60 days prior to the Annual General Meeting.

A Resolution for which no notice has been given must be presented to the Secretary or the Chair of the Annual General Meeting in writing and shall include a specific explanation as to why its substance or timing indicates sufficient urgency so as to justify consideration by the assembly. The assembly shall determine, by a two-thirds (2/3) vote, if the late resolution shall come before it.

4. ELECTION OF DIRECTORS AND OFFICERS

4.1 Board of Directors

- (1) The Board of Directors shall consist of ...
 - nine (9) elected Directors
 - one (1) Director ex-officio who shall be the immediate Past President
 - one (1) Director ex-officio who shall be the Chief Steward of the annual provincial competition
 - one (1) Director ex-officio who shall be the chair of the next annual conference
 - one (1) Director ex-officio who shall be the Liaison to the Wine Judges of Canada.
- (2) To the degree possible and practical, the nine (9) elected Directors shall reflect a geographical representation based on the general location of member clubs.

4.2 Nomination Committee

- (1) The Nomination Committee shall consist of ...
 - a Chairperson who will be the immediate Past President
 - one (1) other member appointed by and from the Board of Directors
 - one (1) member of the AWO who are not on the Board

provided that:

- (a) No Directors serving on the Committee are running for re-election that year; and,
 - (b) Appointment to the Committee shall not disqualify any otherwise eligible member from nomination for any position.
- (2) Mid term vacancies in positions held by Directors shall be filled by the Board of Directors, at their sole discretion, until the completion of the vacant term.
 - (3) The Nomination Committee shall meet at the call of the Chair at and shall:
 - (a) Inform member clubs of the qualifications and procedures for nomination and election, the positions to be filled by election at the next Annual General Meeting and the date by which potential nominees must be received (90 days prior to the AGM);
 - (b) Prepare a list of nominees for all vacant positions and positions to be vacated at the next AGM provided that each nominee shall have agreed by appropriate means to serve if elected; and
 - (c) Circulate this list at least 60 days prior to the Annual General Meeting.

4.3 Election of Directors

- (1) The Chairperson of the Annual General Meeting shall call for the Chairperson of the Nomination Committee to present the list of nominees for all vacant positions and shall then call for further nominations, from the floor, for the positions of Director.

- (2) Nominations from the floor shall be accompanied by biographical information on the nominee and the nominee's agreement to serve if elected.
- (3) In the case of an election, each nominee will be given the podium for three (3) minutes to introduce themselves, their credentials and to declare their platform.
- (4) Election shall be by ballot unless the number of nominees matches, or is less than, the number of vacancies. In this case, the nominees shall be declared elected.
- (5) All two-year (2) and remainder-of-term positions shall be filled in descending order of votes received.

4.4 Appointment of Officers

- (1) From within the nine (9) elected Directors, there will be five (5) Officers ...
 - President,
 - Vice President,
 - Secretary,
 - Treasurer and
 - Director of Membership.
- (2) The five (5) Officers will be determined both by the Board of Directors and from within the Board of Directors.
- (3) Where succession is not clear or in the event that more than one director wishes to vie for the same position, the Board shall hold an election, amongst itself, using standard electoral procedures.
- (4) Committee and Task Force chairs and individual duties will be assigned at the first meeting of the Board of Directors

5. BOARD OF DIRECTORS – Roles & Responsibilities

5.1 Eligibility

All Directors shall be members of the AWO and will have affirmed their commitment to the purposes of the AWO.

5.2 Term of Office

Term of office shall be two (2) years to take effect immediately following the adjournment of the Annual General Meeting at which the election takes place provided that:

- (1) Directors shall be elected on a rotational basis, four (4) of the terms commencing in even numbered years and five (5) of the terms commencing in odd numbered years.
- (2) No Director may serve more than three (3) consecutive 2-year terms except that a candidate who has served four consecutive terms as a Director where one of those terms was less than a two-year period and currently holds a position of 'Officer'. In this case, the individual may hold office for the completion of the term of Office or one (1) additional year.

5.3 Vacancies

Notwithstanding provisions elsewhere in these by-laws for electing Directors, vacancies except in that Directorships held ex-officio by the immediate Past President, Chief Steward and upcoming conference chair, shall be filled by the Board of Directors before the next scheduled Annual General Meeting from among members eligible for election and for the remainder of the unexpired term provided that:

- (1) A majority of Directors remains in office.
- (2) Vacancies shall be filled in accordance with a contingency policy established by the Board at its first meeting after the Annual General Meeting.
- (3) To the degree possible and practical, consideration will be given to geographic representation of AWO member clubs.

5.4 Responsibilities

The Board of Directors shall assume all duties and responsibilities and formulate, record and ensure the implementation of policies necessary to conduct of the affairs of the AWO in accordance with the Letters Patent and these By-Laws and in so doing:

- (1) Shall engage and provide direction to any employees or contractors needed to effectively pursue the AWO's objects and goals;
- (2) Shall ensure that sufficient support is available to enable each Director to participate effectively in his or her role(s) on the Board;
- (3) Shall establish an annual work plan and budget for the AWO;

- (4) May authorize necessary expenditures including the purchase or rental of property and the making of contracts;
- (5) May authorize the borrowing of money upon the credit of the AWO on cheques, promissory notes, bills of exchange or otherwise in such amounts and subject to such terms as may be considered advisable;
- (6) All financial transactions will require two (2) authorized signatures ...
 - President,
 - Vice-President,
 - Treasurer and
 - one (1) additional Board member, designated by the President,
 will be authorized to sign financial documents on behalf of the AWO.
- (7) Shall establish committees, task forces or individual job descriptions and procedures to ensure the business of the AWO is carried out.
- (8) Shall ensure that the annual conference is managed in such a manner that the AWO is safeguarded from both legal and financial liability.
- (9) Shall ensure AWO members have access to annual competitions, at the club and provincial level and shall engage and work with such bodies deemed necessary to manage these competitions.
- (10) May establish procedures for obtaining such information from member clubs as may be necessary for the proper conduct of the affairs of the AWO provided that the privacy and autonomy of affiliates is respected; and
- (11) May confer Honorary Life Memberships in the AWO and/or special recognition awards on persons who have made outstanding contributions to the AWO or amateur wine making movement.

5.5 Accountability

Any action of the Board of Directors may be reviewed at the next Annual General Meeting or Special General Meeting called for that purpose but no act done or right acquired by such action shall be prejudicially affected by any amendment or rejection of the action.

5.6 Indemnity for any action, suit or proceeding

Every Director, and the heirs, executors and administrators, and estates and effects, respectively, of every Director, may, with the consent of the members, given at an Annual or Special General Meeting of the AWO, from time to time and at all times, be indemnified and saved harmless out of the funds of the AWO, from and against:

- (a) all costs, charges and expenses whatsoever that are sustained or incurred by the Director, in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the Director in or about the execution of the duties of his or her office; and
- (b) all other costs, charges or expenses that are sustained or incurred by the Director in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the willful default or neglect

5.7 Remuneration

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from the position of Director or for any service rendered to the AWO, its Member Clubs, the Wine Judges of Canada or the Amateur Winemakers of Canada provided that Directors may be reimbursed for reasonable 'out of pocket' expenses incurred in the performance of their duties.

5.8 Conflict of Interest

- (1) Every Director who in any way directly or indirectly or who has a family member, business partner or other relationship who in any way directly or indirectly has an interest in a proposed or existing contract or transaction of the AWO shall make a full and fair declaration of the nature and extent of such conflict at a meeting of the Board of Directors.
- (2) In the case of a proposed contract or transaction, the declaration of conflict of interest shall be made at the meeting of the Board of Directors at which the question of entering into the contract or transaction is first taken into consideration or, if the Director is not present at that meeting, at the next meeting of the Board of Directors.
- (3) In the case of an existing contract or transaction, the declaration shall be made at the first meeting of the Board of Directors after the Director assumes office.
- (4) After making such a declaration the Director shall not vote on such a contract or transaction nor shall he or she be counted in the quorum in respect of such a contract or transaction.
- (5) If a Director has made a declaration of an interest in a contract or transaction in compliance with the clause the Director is not accountable to the AWO for any profit realized from the contract or transaction.
- (6) If a Director fails to make a declaration of interest in a contract or transaction in compliance with this clause, the Director shall account to and reimburse the AWO for all profits realized, directly or indirectly, from such contract or transaction.

5.9 Termination/Removal for Cause

- (1) A Director whose conduct inhibits the functioning of the AWO may be removed from office before the expiration of his or her term by a two-thirds (2/3) vote on a Motion by the Board of Directors.
- (2) No Director shall knowingly disclose confidential information from Board meetings or use it to advance personal, financial or other interests. Such a breach may result in removal from office.
- (3) Upon a third consecutive absence from a Board meeting, without a reason or reasons for the absences that are determined to be valid, the Board by way of a motion with a two-thirds (2/3) vote may terminate said member from the Board. Subsequently, the Director may appeal once to the Board for reinstatement. Such an appeal will be heard by the Board and reinstatement will be at the sole discretion of the Board.

6. EXECUTIVE OFFICERS – Roles & Responsibilities

6.1 Term of Office

The term of office shall be two (2) years.

6.2 Vacancies

- (1) If the Office of President becomes vacant, a meeting of the Board of Directors shall be held at the earliest opportunity to elect a new President and in the interim anything required or authorized to be done by the President may be done by the Vice-President.
- (2) Vacancies in other Offices shall be filled for the balance of the unexpired terms by the Board of Directors from amongst those eligible to serve.

6.3 President Responsibilities

The President shall be the chief elected Officer of and spokesperson for the AWO and will exercise general supervision over its activities and in so doing shall:

- (a) preside over all meetings of the AWO, the Board of Directors and the Executive Committee or designate a substitute; and
- (b) be a member ex-officio of all Committees and Task Forces with the exception of the Nomination Committee.
- (c) be a signing officer with respect to any and all contracts and financial transactions of the AWO

6.4 Vice-President Responsibilities

The Vice-President shall assume the duties of the Presidency in the absence of the President and carry out such other duties as may be assigned by the Board of Directors or the President.

- (a) The Vice-President shall also be a signing officer with respect to any and all contracts and financial transactions of the AWO

6.5 Treasurer Responsibilities

The Treasurer shall oversee the financial affairs of the AWO and in so doing shall:

- (b) ensure that full and accurate accounts of all receipts and disbursements are maintained;
- (c) ensure that funds are disbursed in accordance with the direction of the Board of Directors;
- (d) May authorize the borrowing of money upon the credit of the AWO on cheques, promissory notes, bills of exchange or otherwise in such amounts and subject to such terms as may be considered advisable

- (e) ensure that the books of account are submitted for audit (if required) at the close of the financial year and present the audited financial statements to the membership at the Annual General Meeting;
- (f) be a member ex-officio of any Committee or Task Force that deals with the financial affairs of the AWO; and
- (g) be a designated signing officer respect to any and all financial transactions of the AWO

6.6 Secretary Responsibilities

The Secretary shall act as secretary to the Board of Directors and to the Executive Committee and shall ensure that AWO business is conducted in accordance with the Letters Patent and By-Laws and in so doing shall:

- (a) have custody of the Corporate Seal of the AWO;
- (b) record and keep, in a safe place, minutes of all Board meetings, Annual General Meetings and any Special Meetings of the Board or of the Membership;
- (c) develop correspondence as directed by the President;
- (d) maintain and update the by-laws and any resolutions passed by the general assembly;
- (e) prepare agendas and any necessary documentation pertaining to the Annual General Meeting, including ensuring all notices of nominations, call for by law amendments, proposed resolutions, etc are processed and distributed according to the timelines identified in the by-laws.
- (f) the Secretary's home address shall be considered to be the head office of the AWO for the duration of his or her term.

6.7 Director of Membership Responsibilities

The Director of Membership shall manage and maintain the membership lists – Clubs and their individual members, Members at Large and Associate Members.

- (a) manage membership renewals
- (b) update & maintain membership access database.
- (c) update the makewine list of clubs and club reps.
- (d) update winetalk membership – Sign new members unto the winetalk site and remove expired members.
- (e) send updated membership list to the publisher of Winemaker magazine
- (f) create and distribute membership cards
- (g) Membership Director is the President of the Members at Large club.

6.8 Termination/Removal for Cause

An Officer who fails to perform his or her duties or whose conduct inhibits the functioning of the AWO may be removed from office before the expiration of his or her term by two-thirds (2/3) vote on a motion of the Board provided that notice of such motion has been given.

7. MEETINGS OF THE BOARD OF DIRECTORS

7.1 Regular Meetings

Regular Meetings shall be held at any place in Ontario not less than four (4) times a year. Meetings of the Board of Directors may be held by telephone conference or other means of distant communication.

7.2 Special Meetings

- (1) Special Meetings may be called by the President or by the Vice-President in the absence of the President or on petition to the Secretary by any five (5) Directors provided that business transacted at a special meeting shall be limited to that specified in the notice calling the meeting.
- (2) Special meetings of the Board of Directors may be held by telephone conference or other means of distant communication.

7.3 Notice

Notice shall be communicated to all Directors at least two (2) weeks in advance of the meeting and shall include a tentative agenda in the case of a regular meeting and shall specify the business to be transacted in the case of a special meeting.

7.4 Quorum

A quorum shall be a majority of Directors.

7.5 Executive Session (in camera)

The Board may move into executive session (in camera) only if the business to be transacted would otherwise breach confidentiality or jeopardize internal or external contract negotiation or cause discomfort or harm to any person or the family of any person or others with pertinent information relating to a situation involving a person in whose interests or to whose benefit the AWO has in any way become involved.

7.6 Record of Meetings

All meetings of the Board of Directors will be recorded. Such minutes will be made available to any member of the AWO upon request. In camera sessions will not be recorded or included in the minutes, except any decisions resulting from these in camera sessions.

8. EXECUTIVE COMMITTEE

8.1 Composition

- (1) The Executive Committee shall consist of ...
 - those Directors who are Officers,
 - one (1) additional member elected by and from the Board and
 - the immediate Past President.
- (2) An additional member of the Committee may be elected by and from the Board if the immediate Past President has stepped down from the Board.

8.2 Vacancies

Vacancies shall be filled immediately by the Board for the balance of the term provided that:

- (a) vacancies in the Director-at-Large position or a vacancy caused by the unavailability of the Past President shall be filled from amongst eligible Directors;
- (b) vacancies in positions held by Officers shall be filled in accordance with Article 7.5;
- (c) vacancies may be filled by Resolution of the Executive Committee and ratified at the next meeting of the Board of Directors if the Board is not scheduled to meet before the next Executive Committee meeting.

8.3 Responsibilities

The Executive Committee shall assume the responsibilities of the Board in the period between meetings of the Board and any additional responsibilities that the Board may determine. All decisions and actions of the Executive Committee must be ratified by the Board of Directors at the next regular meeting of the Board.

8.4 Meetings

- (1) Meetings of the Executive Committee shall be at the call of the President or on written request from three (3) members of the Committee.
- (2) Meetings may be held by telephone conference call.

8.5 Notice

Notice specifying time, place and agenda shall be communicated to members at least two (2) weeks prior to the meeting except that when the meeting is to be held by conference call notice may be waived by agreement of all Executive Committee members.

8.6 Quorum

A quorum shall be a majority of members.

9. STANDING COMMITTEES AND TASK FORCES

Standing Committees and Task Forces shall be established by the Board of Directors as necessary to carry on the work of the AWO provided that:

- (a) Standing Committees will be constituted to carry out responsibilities relating to the work of the Board that is ongoing and such Standing Committees may establish Work Groups as required to address specific areas of responsibility;
- (b) Task Forces shall be constituted to carry out work that is task specific and not ongoing;
- (c) All Committees and Task Forces shall be accountable to the Board;
- (d) Terms of reference for Standing Committees and Task Forces shall be either formulated or ratified by the Board; and
- (e) All Chairpersons shall be appointed by the President subject to ratification by the Board.

9.1 Composition

- (1) Standing Committees shall contain at least two (2) Directors:
 - one of whom shall chair the Committee, and
 - one (1) or more additional AWO members as required who may be appointed by the President in consultation with the Chairperson.
- (2) Task Forces shall contain ...
 - at least one (1) Director who shall not necessarily be the Chairperson and
 - such other AWO members as required who may be appointed by the Board or by the President in consultation with the Chairperson.

9.2 Eligibility

From time to time, the Board may, with the approval of the President, engage Committee or Task Force members who are not members of the AWO in order to fill necessary skill sets.

9.2 Terms of Appointment

- (1) Terms of appointment to a Standing Committee or its Work Groups shall be one (1) year or until the Annual General Meeting.
- (2) Terms of appointment to Task Forces shall be until completion of the task or the Annual General meeting whichever comes first.

9.4 Vacancies

Vacancies shall be filled by the Chair in consultation with the President provided that all requirements of these By-Laws are met.

9.5 Responsibilities

- (1) Standing Committees shall be responsible for the formulation and recommendation of policy and/or advice to the Board on matters related to their areas of responsibility and such other duties as determined by the Board from time to time.
- (2) Task Forces shall be responsible for carrying out the task defined in their terms of reference.
- (3) All Committees shall submit progress reports and an annual report to the Board in a format requested by the Board.

9.6 Meetings

Meetings shall be at the call of the Chair.

9.7 Quorum

The quorum shall be a majority of the Committee, Task Force or Work Group.

9.8 Existing Standing Committees

The Board may establish Standing Committees to carry out the work of the organization, as it sees fit provided all the terms in Articles 11 – 11.1 to 11.7 are met.

- (1) Three Standing Committees are required at all times:
 - (a) Executive Committee
 - (b) Nominations Committee
 - (c) By-laws and Resolutions Committee
- (2) Other Committees may be established from time to time at the discretion of the Board.

10. FISCAL YEAR

The fiscal year of the AWO shall extend from June 1st to May 31st of the following year.

11. FUND RAISING

The AWO may solicit sponsorships and otherwise raise funds as necessary throughout the year provided that:

- (a) the guidelines underlying such fund raising have been approved by the majority of delegates at an Annual General Meeting or Special General Meeting called for the purpose;
- (b) the nature or business of a particular sponsor is not contrary to the objects and underlying values of the Amateur Winemakers of Ontario or its members.

12. PARLIAMENTARY AUTHORITY

The rules contained in the current Robert's Rules of Order Newly Revised shall govern all proceedings of the AWO to which they apply except as otherwise provided by these By-laws.

Last update: June 5, 2010
Approved: June 5, 2010