

## ARTICLE I — NAME AND PURPOSE

**Section 1 — Name:** The name of this corporation shall be Michigan Wine Collaborative (MWC). It is a nonprofit organization incorporated under the laws of the State of Michigan.

**Section 2 — Purpose:**

The purpose of this corporation is to:

- Work to ensure the growth and profitability to sustain the wine and grape industry in Michigan.
- Advocate for and support the industry with one voice.
- Establish and support research and educational priorities to grow the industry.
- Increase Michigan wine sales and brand recognition.
- Interface with and educate other stakeholders, organizations, educators and researchers, and policy-makers as to the impact and needs of the industry.
- Identify pragmatic deliverables and engagement opportunities for its members.
- Establish metrics of industry success and identify the tools needed to measure success.

## ARTICLE II — MEMBERSHIP

**Section 1 — Eligibility for voting membership:** Voting membership shall be open to:

1. wineries
2. grape and other fruit growers
3. suppliers/vendors
4. tourism boards, restaurants and hospitality businesses
5. other interested parties deemed eligible to be voting members by the board of directors

who (i) support the purpose statement in Article I, Section 2; (ii) submit an application for membership; and (iii) meet any other requirements for membership as may be determined by the board of directors, including, without limitation, payment of any required membership fees.

Membership is granted after completion and receipt of a membership application and payment of annual membership fees. All memberships shall be granted upon a majority vote of the board of directors.

Each voting member shall designate an individual to represent the business or organizational member and cast votes related to MWC business.

**Section 2 — Non-Voting membership categories:** The MWC offers non-voting membership in the following categories:

**Affiliate Members** are businesses, organizations, non-profits/foundations, or other commodity groups that are interested in contributing to or supporting the purpose of the MWC, and may or may not be directly involved in, or serve, the wine and grape industry. These may include: wine trails, local or regional wine and grape organizations, economic development organizations, foundations, and other commodity groups in Michigan.

**Key Employees** are employees of any of the voting members who wish to support the purpose of the corporation.

**Students, Educators, Researchers and Public Sector Employees** are those individuals from educational institutions and government who wish to support the purpose of the corporation.

**Out of State Members** are other local, state or national organizations serving the wine and grape industry outside of Michigan.

**Consumers** are private citizens who share a passion for the wine and grape industry and wish to support the purpose of the corporation.

*Section 3 – Annual membership fees:* The board will set annual membership fees for both voting and non-voting members. Continued membership is contingent upon being current with membership fees.

*Section 4 — Rights of voting members:* Each member shall be eligible to appoint one voting representative to cast the member's vote in elections and who shall be eligible to serve on the board of directors.

*Section 5 — Non-voting membership:* The board shall have the authority to establish and define non-voting categories of membership and shall determine the benefits and services received by non-voting members.

*Section 6 — Resignation and termination:* Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

### ARTICLE III — MEETINGS OF MEMBERS

*Section 1 — Annual meetings:* An annual meeting of the voting members shall take place on the specific date, time and location of which will be designated by the chair. At the annual meeting the voting members shall elect directors, receive reports on the activities and finances of the corporation, and help advise the corporation's direction for the coming year. Non-voting members are encouraged and welcome to attend the annual meeting.

*Section 2 — Special meetings:* Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

*Section 3 — Notice of meetings:* Printed notice of each meeting shall be given to each voting member, by mail, not less than two weeks prior to the meeting.

*Section 4 — Quorum:* The members present at any properly announced meeting shall constitute a quorum.

*Section 5 — Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## ARTICLE IV — BOARD OF DIRECTORS

*Section 1 — Board role, size, and compensation:* The board is responsible for overall policy and direction of the corporation, and delegates responsibility of day-to-day operations to staff and committees. For the purposes of board representation and as determined by the executive committee, the state shall be divided into five (5) geographic regions: NW, SW, SE, NE, UP. Based on this division, the board shall be made up of: three (3) wineries from NW; three (3) wineries from SW; three (3) wineries from other regions, with no more than one (1) winery from each of the other regions; one (1) wine grape grower from NW; one (1) wine grape grower from SW; one (1) wine grape grower from any other region, with one (1) of those growers exclusive to growing wine grapes (no winery business). Independent of region, the board shall also include: one (1) supplier/vendor; one (1) tourism representative; one (1) restaurant/retailer. The maximum size of the board is thus fifteen (15) members.

For the purposes of initially operating the MWC, the steering committee has designated the minimum size of the board to be seven (7) members, composed of two (2) wineries from the NW; two (2) wineries from the SW; one (1) winery from one of the three other regions; one (1) grape grower from any region; and one (1) board member from the supplier/vendor, tourism, or restaurant/retailer category.

The board receives no compensation other than reasonable expenses.

*Section 2 — Terms:* All board members shall serve three-year terms, but are eligible for election to three consecutive terms (9 years). Board members who have served three consecutive terms are eligible for re-election to the board after sitting out at least one-year. At the start of the organization, board members as nominated by the steering committee shall be voted on by the members as follows: two to serve an initial 1-year term; two to serve an initial 2-year term; and three to serve a full 3-year term, with initial terms to be determined by random draw. Once the board reaches fifteen (15) board members, five board positions will be up for election every year following the procedures outlined below in Sections 4 and 5.

*Section 3 — Meetings and notice:* The board shall meet at least quarterly, at an agreed upon time and physical or virtual place. An official board meeting requires that each board member have written notice at least two weeks in advance.

*Section 4 — Board elections:* New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting by a simple majority of members present at the annual meeting.

*Section 5 — Election procedures:* A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the open board positions. In addition, any member can nominate a candidate to the slate of nominees. All voting members will be eligible to send one representative to vote for each candidate, for five (5) available positions each year.

*Section 6 — Quorum:* A quorum must be attended by at least fifty-one percent of board members for business transactions to take place and motions to pass.

*Section 7 — Officers and Duties:* There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Officers are nominated and voted on by the full board of directors. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The vice-chair shall chair committees on special subjects as designated by the board. The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members, members at the annual meeting, and the public.

*Section 8 — Vacancies:* When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

*Section 9 — Resignation, termination, and absences:* Resignation from the board must be in writing and received by the secretary. A board member, including chapter board members, shall be terminated from the board due to excess absences, defined as more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

*Section 10 — Special meetings:* Special meetings of the board shall be called upon the request of the chair or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

## ARTICLE V — COMMITTEES

*Section 1 — Committee formation:* In addition to the standing committees outlined below in Sections 2 and 3, the board may create ad hoc committees as needed, such as membership, communications, board development, fundraising, public relations, data collection, research and

education, advocacy and legislation, etc. The board chair appoints all committee chairs. It is the responsibility of committee chairs to solicit voting members to serve on committees.

*Section 2 — Executive Committee:* The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

The Executive Committee is responsible for determining any necessary outside contractors or paid staff, and, with the approval of the majority of the full board, will execute employment or contractual terms, conditions and compensation of any corporation staff or outside contractors.

The Executive committee, subject to budget approval, may seek legal counsel for any corporation decisions requiring said counsel.

*Section 3 — Finance Committee:* The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

*Section 4 — Advisors:* The board may name one or more non-voting advisors, made up of recognized experts, to help the board identify key needs of the corporation, to advise specific committees, or to act as ambassadors for the corporation. The number and appointments of advisors shall be at the discretion of the board and the activity of advisors is subject to the will of the board and the bylaws of this corporation.

## ARTICLE VI — AMENDMENTS

*Section 1 — Amendments:* These bylaws may be amended when necessary by two-thirds majority of the voting members. Proposed amendments must be submitted to the Secretary to be sent out with regular board/membership announcements.

## CERTIFICATION

These bylaws were approved at a meeting of the voting members by a two-thirds majority vote on

Liz Berger \_\_\_\_\_  
Acting Secretary

April 8, 2016 \_\_\_\_\_  
Date