

# Tennessee Farm Winegrowers Alliance

## By-Laws

### ARTICLE I - NAME

Section 1.1 The name of the organization is The Tennessee Farm Winegrowers Alliance (herein called the "Alliance").

### ARTICLE II - PURPOSE

Section 2.1. The Alliance is organized to encourage and support grape growing and winemaking as viable agricultural industries in the state of Tennessee. The Alliance shall not engage in any business for monetary gain or profit to any member or private individual. It may pay reasonable compensation for service or goods rendered. Objectives to further the Alliance's purpose are as follows:

- (a) To promote production and quality of Tennessee grapes, grape products, and other agricultural products intended for winemaking use.
- (b) To work for legislation which will encourage development of a viable commercial grape products industry in Tennessee.
- (c) To coordinate and advance the efforts of all Tennessee grape interests.
- (d) To disseminate information relating to the purposes of the Alliance.
- (e) To encourage research in all aspects of a Tennessee commercial grape industry.
- (f) To cooperate with other agricultural organizations in Tennessee.

### ARTICLE III - MEMBERSHIP

Section 3.1. Membership is open to any person or organization engaged in growing or processing of Tennessee grapes or other agricultural products suitable for winemaking. For purposes of voting or paying dues, membership shall be regarded as being held by entity, such as by vineyard or licensed commercial winery, regardless of the number of owners or other representatives of the entity. Three classes of membership will be established, depending on the degree of commercial commitment. Description of each class is as follows:

Class A- Active commercial interests having plantings of less than five acres.

Class B- Active commercial interests having plantings of five acres or more, or holding a commercial winery license.

Class C- Professional or individual membership.

Section 3.2. Dues: Dues may be graduated according to class of membership. Dues will be payable by April 1 of each year. Participation in Alliance functions will not be permitted if dues are not paid on time.

Section 3.3. Voting rights: Each Class A and Class B member entity shall be entitled to one vote. Class C members will retain no voting rights. Each voting member entity will designate the person who will cast the votes. Additional persons involved in a member entity may actively participate in the Alliance, enjoying all privileges of membership except voting.

Section 3.4. Termination of Membership: Membership shall terminate upon written resignation or failure to pay dues within prescribed time limits. Reinstatement of membership shall be allowed if delinquent and current dues are paid.

Members may also be terminated by a majority vote of the Alliance members for reasons cited in Article XIV. This must be executed in writing.

#### ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS

Section 4.2. Board of Directors: There shall be 5 members of the Board of Directors. Three will be the officers of the Alliance, one elected from the Vineyard membership and one elected from the Winery membership.

Section 4.3. Term of Office: Each board member shall hold office for two years or until his/her successor is duly elected. Elections will be at the annual meeting. Terms of office will be staggered.

Section 4.4. Election: Candidates shall be representatives of member entities in good standing of the Alliance be elected by majority vote of Alliance members at the annual meeting. A nominating committee shall be appointed by the President to present nominations at the annual meeting. Nominations will also be entertained from the floor at the annual meeting.

Section 4.5. Duties of President: The President shall preside at all meetings of the Alliance and cause all meetings, whether annual or special to be called. The President shall sign all official documents of the Alliance, appoint standing or special committees, and in general, supervise the affairs of the Alliance, exercising the usual powers of a president.

Section 4.6. Duties of Vice-President/Secretary: During absence or incapacity of the President, the Vice-President shall perform all duties of the President. Minutes of all meeting shall be kept, as well as a list of active members and a list of designated voters.

Section 4.7. Duties of Treasurer: The Treasurer shall receive and disburse all funds of the Alliance, keep an accurate account thereof, and make a report at the annual and quarterly meetings.

Section 4.8. Resignation/Vacancies: An officer may resign by delivering written notice to the President. A vacancy in any office for any reason will be filled by appointment of the President.

#### ARTICLE V - MEETINGS

Section 5.1. Annual Meeting: An annual meeting shall be held to report on activities for the previous year, elect officers, disseminate pertinent educational information and any other matters deemed

appropriate. The annual meeting shall, if possible, be held in conjunction with the annual meeting of the Tennessee Viticultural and Oenological Society.

Section 5.2. Special Meetings: A special meeting of members of the Alliance may be called at any time by the President, or by written petition of 25 percent of the active members.

Section 5.3. Quorum: One-quarter of the active membership present at any meeting shall constitute a quorum for the transaction of business.

Section 5.4. Conduct of Meetings: Business meetings shall be conducted according to Robert's Rules of Order so far as applicable.

#### ARTICLE VI - VOTING

Each member entity in good standing shall vote in accordance with Article III, Section 3.3., on any matter on which members are entitled to vote. A majority of the votes cast by members present shall be the act of the Alliance, except in the case of votes to amend these by-laws, which is governed by Article XIII.

#### ARTICLE VII - DUES

Section 7.1. Annual Dues: A schedule of dues payable annually on a calendar basis shall be established based on the classes of membership described in Article III, Section 3.1. Periodic review shall be made and dues modified as necessary at any meeting of the Alliance.

Section 7.2. Assessments: Special assessments may be necessary to finance ordinary expenses of the Alliance, provided such expenses have previously been authorized by the Alliance, and provided funds are not otherwise available in the treasury. Application of assessments will take into account the different classes of membership.

Section 7.2. Non-payment of Dues: Any member, whose annual dues or approved assessments are not paid in full upon reasonable notice, shall not be entitled to the privileges of membership in the Alliance.

Section 7.4. The Board of Directors shall recommend to the Alliance for approval at any meeting of the general membership, minimum annual dues for each membership entity, including non-voting associate members.

#### ARTICLE VIII - COMMITTEES

The President shall be empowered to establish such committees as necessary to conduct the business of the Alliance. The President shall be an ex-officio member of all committees, and he/she may disband any committee if its function is deemed complete.

#### ARTICLE IX - PUBLICATIONS

Section 9.1. Publications: Summaries of meeting minutes and educational information deemed of interest to members shall be published periodically subject to availability of information.

Section 9.2. Editor: An editor shall be appointed by the President to assemble and assure publication of information described in Section 9.1.

## ARTICLE X - PROMOTION

The Alliance may authorize promotion on its behalf when deemed necessary to accomplish its purposes.

## ARTICLE XI – AMENDMENTS

These by-laws may be amended, repealed, or added to upon approval by two-thirds of the votes cast by members present at any meeting of the Alliance, provided notice of said modification is sent to the membership at least four weeks prior to the date of the meeting.

## ARTICLE XII - CONFLICT RESOLUTION

Section 14.1. Discovery: In the event of significant and on-going conflict between any member of the TFWA and a Federal or State regulatory agency or any other conflict deemed serious, it is the obligation of that member to notify immediately the Alliance via the President. The member will provide complete details of the dispute.

Section 14.2. Resolution: The President will immediately notify the membership and appoint a Conflict Task Force. The Conflict Task Force will consist of three members, to be appointed when the need arises so as to best pick the persons to work on each particular situation. The Conflict Task Force will work on only the one situation that he/she is appointed for. The Conflict Task Force will work with the member to assist in finding a resolution to the conflict.

Section 14.3. Recourse: In the event the Alliance is unable to assist the member in a reasonable resolution to the conflict, then the member is free to seek their own course in this matter. In no way is the member in conflict to bring other members in verbal or written language into the conflict. This would be cause for sanctions against said member.

## ARTICLE XIII – SANCTIONS

Section 15.1. Notification: Any alleged act by a member of the Alliance that is believed to be contrary to the best interests of the Alliance must be presented to the President in writing. This should be done as soon as the alleged act is identified.

Section 15.5. Discovery: Immediately on notification, the President will notify the Conflict Task Force whose task it is to gather all the facts in the matter and make a recommendation to the membership. This could include, but is not limited to:

- a. Take no action.
- b. Impose a fine.
- c. Request a letter of apology.
- d. Issue a letter from the Alliance, distancing it from the alleged act.
- e. Dismissal of the member from the Alliance.

Section 15.5. Action: A vote of two- thirds of the members present at the meeting is required to initiate any action.