

The By-Laws  
Of  
The Purple Foot, Inc.

(Draft, November 2018)

ARTICLE I *Name*

Section 1 – The name of this Club shall be “The Purple Foot” (hereinafter referred to as the “Club”).

Section 2 – This Club shall be maintained as a non-profit corporation, organized under the corporate laws of Minnesota.

ARTICLE II *Purpose*

Section 1 – The object of this Club shall be to devote its energies to the education and appreciation of wine making and wine tasting.

ARTICLE III *Membership and Classification*

Section 1 – There shall be two (2) classes of membership

- (a) Active
- (b) Honorary

Section 2 – Active members in this Club shall consist of any person, interested in wine making and/or wine tasting, and of legal age.

Section 3 – Honorary membership shall be elected by the Board of Directors based on outstanding service to the Club, Community or the ideals upon which this Club is founded. These members shall be exempt from dues.

ARTICLE IV *Discipline*

Section 1 – A member being two (2) months in arrears in the payment of dues shall automatically stand suspended. The board shall order their name removed from the membership and they shall be so notified. Such member may be reinstated by prompt payment of the amount due.

Section 2 – Any person whose membership in the Club has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the Club and all rights to the use of THE PURPLE FOOT name, emblem, or other insignia.

Section 3 - The Board of Directors shall formulate and adopt a policy on the responsible consumption of alcohol by members and guests at Club events (regular meetings and Board meetings). Club members and guests are expected to comply fully with such policy, as a condition of their attendance at and participation in Club events.

Failure to comply with such policy may result in the termination of membership in the Club.

## ARTICLE V *Officers*

Section 1 – The officers of the Club shall be President, First Vice-President, Second Vice-President, Treasurer, and Secretary.

Section 2 – Each officer shall be an active member in good standing.

Section 3 – All officers shall enter upon their official duties at the first Fall Board Meeting and shall serve for a term of one year, and/or until their successors shall be duly elected and qualified. The president shall serve no more than two (2) consecutive terms.

Section 4 – The duties of the officers shall be as follows

(a) The President shall

1. Be the executive officer of the Club.
2. Preside over all meetings of the Club and Board of Directors.
3. Be an ex-officio member of all committees.
4. Monitor the participation of new members, and take appropriate action to encourage them to participate in club events and activities. With their consent, this task may be delegated to one or more Directors or other Board members.
5. Call for the formation of ad hoc committees as may be required.
6. Appoint the Newsletter Editor.
7. Appoint the Club Librarian.
8. Appoint the Webmaster.
9. Appoint the Level of Expertise Steward.
10. Perform such other duties as normally pertain to the office of President.

(b) The First Vice-President shall

1. In the absence of the President, preside at all meetings of the Club and the Board of Directors.
2. Develop programs for the Club Monthly Meetings
3. Be responsible for all manner of logistics for Club Monthly Meetings, including (but not limited to): confirming that the expected venue is available, assuring that adequate tables and chairs are available, that sufficient club glassware is available if needed, that name tags, etc. are available, that materials are on hand to enable interested guests to pay their dues and join the Club, that arrangements are made to collect monies from

guests at meetings where such a charge has been authorized by the Board of Directors, and that records are kept of the attendance of each club member present. With their consent, the First Vice President may delegate these tasks to one or more Directors or other Board members.

4. Perform such other duties as usually pertain to the office of Vice-President, or as may be assigned by the President or Board of Directors.

(c) The Second Vice-President shall

1. In the absence of the First Vice-President, assume duties
2. Act as the Club Wine Steward and preside over all Club competitions.
3. Perform such other duties as may be assigned by the President or Board of Directors.

(d) The Treasurer shall

1. Keep the records of membership and membership dues.
2. Collect all funds due the Club and deposit the same in the official depository.
3. Disburse all funds under the control of the Board of Directors.
4. Keep all accounts open to inspection by the President, Board of Directors and any authorized auditor.
5. Prepare the Club annual budget of estimated income and expenditures.

(e) The Secretary shall

1. Receive and send all official Club letters, reports, etc. except those of other officers, unless so designated.
2. Keep the minutes of the meetings of the Club and of the Board of Directors.
3. Perform any other duties so designated by the President or Board of Directors.

## ARTICLE VI *Board of Directors*

Section 1 – The Board of Directors shall consist of the elected Officers, the immediate past President, four (4) Directors, the Newsletter Editor, the Level of Expertise Steward, and any Directors Emeritus.

Section 2 – Each Director shall be a member in good standing.

Section 3 - Members who have been members of the club for many years and have made especially substantial contributions to the club by service on the Board may be elected by the Board to be Directors Emeritus. Such members will be full voting members of the Board so long as they maintain their membership in the club, without the need to stand for re-election.

Section 4 – Two (2) Directors shall be elected at each Annual Meeting. They shall enter upon their official duties at the first Fall Board Meeting. They shall serve for a term of two (2) years or until their successors have been elected or appointed by the Board of Directors.

Section 5 – The Board of Directors shall determine the policies and activities of the Club, discipline members, approve the annual budget, approve all bills, take council with committees and have general management of the Club.

Section 6 – The Board of Directors shall meet monthly from August through May, or at the call of the President.

Section 7 – Action of the Board of Directors shall be determined by the concurring vote of a majority of the Board members present in person.

Section 8 – A quorum at meetings of the Board shall be not less than seven Board Members.

## ARTICLE VII *Meetings*

Section 1 – The Club shall hold a monthly meeting on the second Wednesday of the month SEPTEMBER through MAY. The Board of Directors is authorized to change the date of the meetings to any other date in the month they deem wise. The Club may hold such other meetings as the Board of Directors or the Club may desire.

Section 2 – The Annual Meeting of the Club shall be the regular monthly meeting in MARCH. The membership of the Club shall be given at least two (2) weeks notice of the place and date of the Annual Meeting. Ten per cent of the active members of the Club shall constitute a quorum.

## ARTICLE VIII *Elections*

Section 1 – The Election of Officers and Directors shall be held at the Annual Meeting.

Section 2 – The general charge of the election shall be the responsibility of the two (2) continuing Directors.

Section 3 – Nominations for all Officers and Directors shall be solicited from the members present at the Annual Meeting. All nominees must be active members in good standing.

Section 4 – All members present may vote.

#### ARTICLE IX *Revenue*

Section 1 – The annual dues of the Club shall be determined annually by the Board of Directors. Dues are due as of the September regular monthly meeting. One annual dues payment will maintain club membership for one or two persons in a single household.

Section 2 – Revenue from sources other than dues may be raised as recommended by the Board of Directors.

#### ARTICLE X *Finance*

Section 1 – The Fiscal Year of the Club shall begin the first day of September.

Section 2 – Not later than the first monthly meeting of the fiscal year, a budget of estimated income and expenditures for the year shall be adopted by the Board of Directors.

Section 3 – The Board of Directors shall determine the official depository of the Club funds.

Section 4 – Payment of bills shall be made over the signatures of either the President, the Secretary or the Treasurer.

#### ARTICLE XI *Parliamentary Authority*

Section 1 – Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these By-laws.

#### ARTICLE XII *Amendments*

Section 1 – An amendment to these by-laws, if in conformity with the Articles of Incorporation of the Club, may be adopted by two-thirds vote of the active members present at any meeting of the Club, provided written notice of the proposed amendment shall have been given the members at least one (1) month prior to the meeting.

Section 2 – Any changes to the composition of the Board of Directors, or the responsibilities of members of the Board of Directors, shall become effective for the club year following the next Annual Meeting after such changes are adopted by amendment to these By-laws.