

Draft

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BYLAWS

**Of The
ARKANSAS WINE PRODUCERS COUNCIL**

**Adopted On
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**BYLAWS
OF THE
ARKANSAS WINE PRODUCERS COUNCIL**

ARTICLE I. ARKANSAS WINE PRODUCERS COUNCIL

The name of the organization is the Arkansas Wine Producers Council (AWPC) and is organized in accordance with and incorporates by reference the requirements as set forth in Ark. Code Ann. §3-5-701, *et seq.*, as amended.

ARTICLE II. ORGANIZATION PURPOSE

“The Arkansas Wine Producers Council shall have the authority and responsibility to promote research concerning the production of wine grapes, the manufacture of wine in Arkansas and to promote and support the Arkansas native wine industry.” Ark. Code Ann. §3-5-701 Part (a).

ARTICLE III. MEMBERSHIP

Section 1. Composition

Ark. Code Ann. §3-5-701 (a) (1) (A) states that the Arkansas Wine Producers Council shall be composed of seven (7) members.

- (1) Five (5) members of the Council are to be selected from the state at large, appointed by the Governor of Arkansas, and confirmed by the Arkansas State Senate. The Governor shall consult the Arkansas Wine Producers Association and the Arkansas State Horticultural Society before making an appointment.
- (2) One (1) member of the council shall be designated by the Board of Trustees of the University of Arkansas and shall be a faculty member or administrator who is knowledgeable in viticulture.
- (3) One (1) shall be designated by the State Parks, Recreation, and Travel Commission, and the member shall be either a member or employee of the commission.
- (4) All successor members shall be appointed or designated for terms of three (3) years.
- (5) The Chair of the Arkansas Association of Grape Growers shall serve as an *ex-officio* member of the Council. This member shall be counted for the purpose of a quorum, but is a non-voting member.

Section 2. Removal from Membership

An AWPC member may be suggested to be removed from membership by a majority vote of a quorum of AWPC members in attendance at a regular or special meeting of the AWPC by a letter of cause to the Office of the Governor of Arkansas.

Section 3. Vacancies

The vacancy shall occur whenever a member is unable to perform the duties of the position because of death, resignation, mental or physical incapacity, or conviction of a felony. A member shall be suspended during the pendency of a felony charge.

The Office of the Governor shall be notified immediately of the vacancy by a letter for those positions appointed by the Governor.

The respective authorities of the University of Arkansas and the State Parks, Recreation and Travel Commission shall be notified of the vacancy of the position of the member designated by each organization.

ARTICLE IV. AUTHORITY

As established by legislation (Ark. Code Ann. §3-5-703), the Arkansas Wine Producers Council shall have the following responsibilities and authorities:

- (a) Shall have the authority to promote research concerning the production of wine grapes and the manufacture of wine in Arkansas and to take any other action it deems necessary or appropriate to promote and support the Arkansas native wine industry.
- (b) Shall have the exclusive authority to expend any and all funds deposited into the Arkansas Wine Producers Council Fund in the State Treasury for promoting research concerning the production of wine grapes and the manufacture of wine in Arkansas and for promoting the Arkansas native wine industry through the State Parks, Recreation, and Travel Commission in compliance with Arkansas laws.
- (c) Shall consider proposals for research projects submitted by university research institutions relating to the production of wine grapes and the manufacture of wine in Arkansas
- (d) Upon approval by a majority vote of the council of a proposal for research by a university research institution or for promotion of tourism by the commission, the council shall direct the Chief Fiscal Officer of the State to transfer on the Department of Finance and Administration books, and shall cause to be transferred on the books of the Treasurer of State and the Auditor of State, such amounts as determined by the council from the Arkansas Wine Producers Council Fund to the Department of Parks and Tourism Fund Account and to the operating fund or fund accounts of approved research institutions. Use of these funds may be applied as prescribed in this section in the various states of the United States and foreign countries.

ARTICLE V. OFFICERS & EXECUTIVE COMMITTEE

The four officers of the Arkansas Wine Producers Council shall be composed of a Chair, Vice Chair, Treasurer, and Secretary. Each office shall not be combined or held by more than one person at a time. Officers serve for a one-year term.

The Executive Committee shall be composed of the duly elected officers of the AWPC. The Executive Committee shall report work at each AWPC meeting. The written minutes of the Executive Committee shall be recorded and placed in the Council minutes.

Section 1. Elections of Officers

The AWPC shall meet for the purpose of electing the officers of the AWPC and conduct other business as deemed necessary. Officers shall be elected at the first meeting of each calendar year by the members of the Council. Nominations shall be solicited and collected by the Chair at this meeting. Members of the Council may self-nominate for an office.

When new appointments to the AWPC are made, the elections shall occur at the next regularly-scheduled meeting of the AWPC. If a vacancy occurs in an officer position, an election for that office shall occur at the next regularly-scheduled meeting of the AWPC.

Newly elected officers shall assume their duties immediately following their election. The immediate past officers may serve as reference sources for the new officers for a transition period of no more than six (6) weeks for coordinating records, duties and responsibilities of the office.

The Chair may assign all officers ancillary tasks.

Section 2. Chair

The duties of the Chair may include:

- a. Preside at meetings of the Council,
- b. Develop a schedule of AWPC meetings, events, and activities for each calendar year in conjunction with the other members of the Council,
- c. Supervise and direct other officers of the AWPC and see that their duties are properly performed,
- d. Be a signatory on all bank accounts,
- e. Develop and submit a report of the operations of AWPC for the fiscal year to the Council Committee and Arkansas wineries at a regular meeting,
- f. Have access to the AWPC post office box, and
- g. Serve as ex-officio member of all standing committees.

Section 3. Vice Chair

The duties of the Vice Chair may include:

- a. Serve as Chair at AWPC meetings when the Chair is absent,
- b. Provide notification of AWPC meetings to the wineries of Arkansas, and
- c. Assist the Treasurer with preparation of a proposed Annual Budget for the subsequent year for approval at the final Council meeting of the current year, and
- d. Serve as ex-officio member of all standing committees.

Section 4. Treasurer

The duties of the Treasurer may include:

- a. Be a signatory on all bank accounts,
- b. Maintain the bookkeeping of all incoming and outgoing monies and report the same to the Council at their meetings,
- c. Complete all required reporting to the Secretary of State of Arkansas,
- d. An audit of the accounts may be caused by a vote of the Council, and
- e. Assist Vice Chair in preparation of a proposed Annual Budget for the subsequent year for approval at the final Council meeting of the current year.

Section 5. Secretary

The duties of the Secretary may include:

- a. Document all AWPC meetings with minutes,
- b. Communicate with the Arkansas Wineries via public media including posting minutes of AWPC meetings,

- c. Maintain a historical record of Council membership and communications,
- d. Maintain a historical record of Arkansas wineries and contact information,
- e. Have access to the AWPC post office box, and
- f. Complete all required reporting to the Secretary of State of Arkansas.

Section 6. Removal from Office

An AWPC member may be suggested to be removed from office by a majority vote of a quorum of AWPC members in attendance at a regular or special meeting of the AWPC by a letter of cause to the Office of the Governor of Arkansas.

Section 7. Vacancies

The vacancy shall occur whenever a member is unable to perform the duties of the office because of death, resignation, or mental or physical incapacity.

ARTICLE VI. MEETINGS

All Regular and Special Meetings are open to the public and shall be electronically recorded. All recordings shall be kept for one year.

Section 1. Regular Meetings

Regular meetings of the Council shall be held a minimum of four (4) times per year. The Chair, in consultation with the Executive Committee, shall designate the date and time and exact location of the meetings.

Section 2. Special Meetings

Special meetings may be called by the Chair, the Executive Committee or by a petition requested by a majority of Council members to conduct the business of the AWPC that requires a timelier response than at a regularly scheduled meeting.

Section 3. Executive Committee Meeting

Executive Committee meetings shall be called by the Chair.

Section 4. Notice of Meetings

- A. Regular Meetings: Advance notice of each regular meeting of the AWPC shall be done as required by law and may include a location, time and date of the meeting. Meeting dates, times and location may be published in appropriate public media and on the State of Arkansas Calendar.
- B. Special Meetings: Advance notice of each regular meeting of the AWPC shall be done as required by law and may include a location, time and date of the meeting. Meeting dates, times and location may be published in appropriate public media and on the State of Arkansas Calendar.
- C. Executive Committee Meetings: Advance notice of each Executive Committee meeting of the AWPC shall be given to each Council member not less than five (5) business days prior to the meeting and may include an agenda, location, time and date of the meeting.

Section 5. Quorum

A quorum for a meeting of the Council shall consist of a majority of the total members.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those members present (either physically or by phone or video conferencing in real time) at a duly constituted meeting in which the vote takes place.

Section 7. Parliamentary Procedure

The Chair shall determine any question concerning parliamentary procedure at meetings by reference to Robert's Rules of Order.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

A committee is a body of one or more persons, subordinate to the AWPC. AWPC may refer matters to a committee for further exploration and information-gathering. Committees may have different functions depending on the needs of the AWPC. The Chair shall appoint all committee chairs. Committees have no authority to bind the Council in any respect and shall submit all proposals, ideas, and suggestions to the Council for discussion and approval. No funds shall be spent by a Committee or Committee Chairman without approval of the majority of Council members. Committees shall be composed of at least one AWPC member who shall be the chair. Other appropriate members of the committee may be appointed from the community at large as needed.

Section 2. Executive Committee

The Executive Committee shall be composed of the four (4) elected officers of the AWPC consisting of the Chair, Vice Chair, Treasurer, and Secretary. The Executive Committee shall be conducted by the Chair of the AWPC and shall have authority over all committees.

The Executive Committee shall have the authority to accomplish the following tasks:

- a. Maintain agendas and minutes of Executive Committee meetings,
- b. Review and publish a Vision and Mission Statement for the AWPC at least every four (4) years,
- c. Prepare proposed Goals and Outcomes for the AWPC, for the Council's review and approval,
- d. Develop agendas and programs for AWPC meetings,
- e. Tentatively schedule other proposed events for the AWPC, for the Council's review and approval,
- f. Encourage transparency in all matters affecting the AWPC,
- g. Inform the Arkansas wineries on a timely basis of decisions affecting the AWPC,
- h. Establish a "Procedures and Bylaws Review Committee" every four years and take recommendations to the Council for discussion and revision, and
- i. Incorporate updates of State of Arkansas Code in these By-Laws as required.

Section 3. Finance Committee

The Treasurer shall chair the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, application of grants and the Annual Budget with the Council. The Council is responsible for reviewing the proposed budget. No budget is effective until it has received approval from a majority of Council members. All expenditures shall be within budget. The Council shall approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports shall be submitted to the Council showing actual income and expenditures and pending income and expenditures.

The Finance Committee may have the authority to accomplish the following:

- a. Develop a proposed budget based on input from the standing committees for review and approval of the Council
- b. Present a proposed budget outline for the ensuing year to the AWPC for review and approval of the Council
- c. Review profit and loss statements on a yearly basis and provide a report at AWPC meetings regarding said review,
- d. Provide financial reports at Executive Committee meetings,
- e. Provide to the State of Arkansas information as requested,
- f. Present proposed expenditures to the Council for review and approval, and
- g. Establish proposed reimbursement rules for approved expenses, for review and approval of the Council

Section 4. Other Committees

The Chair may establish other committees as required or desired to accomplish the tasks of the Arkansas Wine Producers Council.

VIII. DISCRIMINATION, HARASSMENT AND RETALIATION

Section 1. General

The AWPC is committed to the philosophy of equality of opportunity and treatment for all wineries in Arkansas, regardless of gender, gender identity, race, ethnic origin, religion, age, marital status, sexual orientation, disabilities, political affiliation or any other reason. The Executive Committee shall provide for such policies as are appropriate to recognize and maintain this commitment.

Section 2. Statement of Policy

It is the policy of the AWPC that all participants in member activities will enjoy an environment that is free from all forms of discrimination, harassment, and retaliation. The AWPC is committed to providing an atmosphere that encourages the free expression and exchange of ideas. In pursuit of that ideal, the AWPC is dedicated to the philosophy of equality of opportunity and treatment for all members, regardless of gender, gender identity or expression, race, color, national or ethnic origin, religion or religious belief, age, marital status, sexual orientation, disabilities or veteran status. Harassment, sexual or otherwise, is a form of misconduct that undermines the integrity of AWPC meetings. Violators of this policy shall be subject to discipline.

Section 3. Scope of Policy

This policy applies to all attendees at AWPC activities, including students, guests, staff, contractors and exhibitors, participating in the membership sessions, tours and social events of any AWPC meeting or other activity.

Section 4. Retaliation Prohibited

Any form of retaliation is prohibited against persons who file a complaint or assist in the investigation. Retaliation is a serious violation and, like harassment or discrimination itself, will be subject to disciplinary action.

Section 5. Disciplinary Action

Individuals engaging in behavior prohibited by this policy as well as those making allegations of harassment in bad faith will be subject to disciplinary action. Such actions range from a verbal warning to ejection from the meeting or activity in question. Repeat offenders may be subject to further disciplinary action, such as being banned from participating in future AWPC meetings or other activities. The Executive Committee shall appoint an independent Ethics Committee to investigate the allegations and provide a report to the Executive Committee.

The Executive Committee shall review the report and render a decision as to the merits of the allegation. The Executive Committee shall subsequently notify the involved parties of the results and available avenues of appeal.

ARTICLE IX. Standard Operations

The operations of the Arkansas Wine Producers Association shall comply with

- (a) Public notices of the meetings of the AWPC shall be posted on public media and the Arkansas State Calendar. The posting shall contain the date, time and location for the meeting.

ARTICLE X. AMENDMENTS

These Bylaws may be amended by a majority vote at any regular or special meeting of the AWPC by the following methods:

- a. Any member of the AWPC may offer proposed amendments to these Bylaws to the Executive Committee.
- b. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each member within thirty (30) days of the meeting.
- c. A simple majority vote of a quorum of a regular or special meeting shall approve the amendment.
- d. After the majority of members have voted to approve an amendment, the Executive Committee shall amend the Bylaws with changes and original text recorded in an appendix to the Bylaws.

ARTICLE XI. ADOPTION OF BYLAWS

We, the undersigned, are all of the Executive Committee of the Arkansas Wine Producers Council, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this organization after approval by a majority vote of the membership of the Arkansas Wine Producers Council at a meeting of the same on _____ day of _____, 2020.

ADOPTED AND APPROVED by the Executive Committee on this _____ day of _____, 2020.

Chair

Vice Chair

Treasurer

Secretary
