

Cellar Society of San Francisco

Articles of Association & By-Laws

Amended Jan 2019

Article I: Name

The name of this non-profit Membership Society shall be "The Cellar Society of San Francisco".

Article II: Purpose – The purpose of this Society shall be:

- A. The enjoyment and appreciation of wine and food
- B. The education of its members as to the appreciation of the variety and diversity of wine
- C. The publication and dissemination of matters relating to wine.

Article III: Definitions

Member – dues paying member with voting rights. A "member" shall be defined as an individual with the term "membership" designating one person.

Preferred Guest – dues-paying guests that do not attend the annual meeting and have no voting rights.

Member in good standing – a member whose dues are paid and who has attended a minimum of six tastings a year (including the Planning Meeting, Picnic and Repast).

Executive Committee – is composed of the five elected officers and one "ex officio" officer.

Annual meeting – business meeting held the second Saturday in January. Tasting schedule is established at the annual meeting. Only members may attend the annual meeting.

Ex-officio officer – is an appointed by the Executive Committee to serve on the Executive Committee for one year. Only votes as a tie breaker.

Charter Member – members or preferred guests that attended the founding meeting in May 1970.

Article IV: Membership

- A. Membership shall be limited to forty individuals. Members have preference over all others for inclusion in tastings if they RSVP to the host between 30 days and 10 days before the scheduled tasting. Requirements for membership include:
 - 1. Have been nominated for membership by a regular member in good standing.
 - 2. Have their membership approved by the Executive Committee.

3. Have attended minimum of two meetings.

Once membership is established, it is continuous as long as dues are paid on time and at least six tastings (including the Planning Meeting, Picnic and Repast) are attended each year¹.

Members may invite guests to accompany said member to any Cellar Society event attended by that member, as space permits. The host will determine 10 days prior to the tasting how many Preferred Guests can be accommodated, and then open the tasting up to general guests. Members may nominate non-members for membership.

- B. Preferred Guests shall pay dues annually as determined at the January Planning Meeting. Preferred Guests are second in preference for inclusion in tastings if they RSVP to the host before 6 p.m. 10 days before the tasting.
- C. Guests have been invited to attend a tasting by a member or a preferred guest. Guests pay a higher amount to attend a tasting. A guest can be confirmed for a tasting if there is still room at 6 p.m. 10 days before the tasting.
- D. Non-Tasters will pay \$10.00 and will be accommodated as space allows.
- E. Members who said they would attend a tasting but then do not are still obligated to pay for the tasting; unless the cancellation is made the Tuesday before the tasting.
- F. Members and Guests attending a tasting must pay to taste BOTH the pre-wines and the tasting wines, or not drink at all. (Two people can not share a single pour in 1 set of wine glasses; except as describe in item G below). The non-drinking guest will pay a \$10 "Guest Fee" to cover the cost of the accommodations and the appetizers.
- G. When RSVPing for a tasting, members must indicate to the host: a) how many people are attending the tasting; and b) how many pours there will be. The host has the option to accept or deny 2 attendees wanting only 1 pour. However, if there is not enough wine to offer to all who desire to come, the host can accept couples sharing 1 pour so that more people can be accommodated at the tasting. Under these circumstances the couple sharing a single pour would pay for 1 tasting and the \$10 Guest Fee.
- H. Dues are established and payable at the annual meeting in January. Resignation will be automatically presumed when dues are two months in arrears. The Treasurer will send one warning notice to both members and preferred guests who have not paid their dues.

Article V: Officers

The officers of this Society shall be:

¹ No action will be taken with members who have not attained the 6 tasting requirement because there is not a long waiting list to join, none of the preferred guest can be voted in, and most tastings quickly fill up.

- A. **President** – as chief executive officer it shall be the President’s responsibility to:
 - 1. Preside over meetings of the Executive Committee and general membership.
 - 2. Coordinate the planning of and preparing for various Society activities.
- B. **Vice President- Repast** – it shall be the Vice President – Repast’s responsibility to:
 - 1. Assist the President in his/her duties.
 - 2. Act as President in his/her absence.
 - 3. Plan and organize the annual December Repast.
- C. **Vice President- Picnic** – It shall be the Vice President – Picnic’s responsibility to:
 - 1. Assist the President in his/her duties.
 - 2. Plan and organize the annual July Picnic.
- D. **Treasurer** – it shall be the Treasurer’s responsibility to:
 - 1. Maintain and protect the financial records of the Society.
 - 2. Collect and disburse Society funds at the direction of the Executive Committee.
 - 3. Open a bank account in the name of the Society at the bank determined by the Executive Committee.
 - 4. Provide an annual financial report of the Society’s financial condition.
- E. **Secretary** – It shall be the Secretary’s responsibility to:
 - 1. Maintain and update the roster of members and their addresses. This is mailed out annually with the March newsletter.
 - 2. Notify members of upcoming events with the monthly newsletter. This is mailed two weeks before the monthly tasting.
 - 3. Compile and retain notes of the results of each Tasting for the Society’s records.
 - 4. Take minutes of the Executive Committee meetings and meeting of the membership.
 - 5. Prepare other mailings as required by the Society.

Article VI: Election of officers

- A. Officers shall be elected from and by the regular membership with each membership having two votes.
- B. A majority of the votes of the entire regular membership is required to elect any officer.
- C. All officers will serve two year terms, beginning at the first day of January following the election and ending the last day of December following the election of new officers. Officers are elected at the Repast.
- D. If an officer resigns or otherwise is incapable of performing his/her duties, the Executive Committee shall appoint a replacement until the next regular election. Such an appointment must be made from the regular membership.

Article VII: The Executive Committee

- A. The Executive committee shall consist of the five elected officers and one "ex officio" officer.
- B. Any three of these officers shall constitute a quorum.
- C. The Executive Committee shall be responsible for the day-to-day administration of the Society.
- D. The Executive Committee may amend these By-Laws by unanimous vote.
- E. Actions of the Executive Committee may be set aside or amended by a majority vote of the regular membership.

Article VIII: Meetings

- A. Annual meeting – held the second Saturday in January. The tasting schedule and dues are established for the year at the annual meeting.
- B. The President may call meetings to order. This will include membership meetings and Executive Committee meetings. Notice of the membership meetings must be given two weeks in advance by mail. Notice of Executive Committee meetings may be given in any manner satisfactory to each member of same.
- C. Any regular member may call for a meeting of the society at any Society function. A majority vote of the membership present, if it is at least half of the regular membership, shall be sufficient to call for a regular meeting.

Article IX: Wine Committee – The President will select a Wine Committee whose responsibility shall be to:

- A. Maintain the Cellar Society Wine Cellar.

- B. Provide at least annually to the membership a wine cellar inventory and solicit input from the membership regarding wine purchases.
- C. Confer with the Treasurer at least annually to determine the funds available for wine purchases.
- D. Select and arrange for purchase of additional wines for the wine cellar.
- E. Coordinate with the Vice President-Repast for determining wines appropriate from the cellar for use at the annual Repast event.

Article X: Traditions – Customs most often followed, but not rigidly:

- A. Tastings are held on the second Saturday of each month. Tastings start at 6 p.m. and are followed by dinner (with the exception of the July picnic).
- B. July tasting is the picnic. Alternating one year in the Bay Area and one year outside of the Bay Area.
- C. November tasting is the Champagne tasting.
- D. December tasting is a formal dinner party called the Repast.

Amendment voted 20-1 in January, 2019:

By-laws change:

A membership is defined as an individual instead of a couple. The maximum number of members is 40 instead of 20 couples.

Approved for the Association by:

x Bette Felton
Bette Felton, Co-President

x Jim Felton
Jim Felton, Co-President

x Bob Simoni
Bob Simoni, Secretary