

**BY-LAWS OF THE CANADIAN ASSOCIATION OF PROFESSIONAL SOMMELIERS,
ONTARIO CHAPTER,
A NOT-FOR-PROFIT CORPORATION**

ARTICLE I ORGANIZATION

1.1 The name of the organization shall be the Canadian Association of Professional Sommeliers, Ontario Chapter.

1.2 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Canadian Association of Professional Sommeliers, Ontario Chapter.

ARTICLE II PURPOSES

The following are the purposes for which this association has been organized:

- To bring together professional sommeliers and those acting as such in other aspects of the alcohol beverage industry in order to support, preserve and grow the profession
- To safeguard the traditions of the sommelier profession
- To be involved in the process of educating sommeliers
- To establish contact with wine makers, agents, the LCBO in order to introduce and recommend good wines, spirits, liqueurs and other beverages and in this way to educate both sommeliers and consumers
- To support events relating to wine, spirits and other beverages within Canada and abroad
- To continually pursue professional excellence by seeking ways to elevate the profession through customer and community service and the development and maintenance of the highest standards of performance

ARTICLE III LOCATION

The principle office of the Canadian Association of Professional Sommeliers, Ontario Chapter shall be in Toronto, in the province of Ontario at such place therein as may from time to time be determined by the Board.

ARTICLE IV MEMBERSHIP

4.1 Qualifications: Membership shall be open to all who are:

- certified sommelier
- non certified and working professionally in the role of sommelier in the food and beverage alcohol industry
- non certified and working professionally in the food and beverage alcohol industry and suppliers
- corporate membership – three members of a company within the food and beverage alcohol industry.
- students in the CAPS sommelier program [non voting]
- honorary but non voting [as designated by the Board for contributions to the industry]

4.2 Classes of Members

4.2.1 Voting Members [only voting members are eligible to be elected to the Board of Directors] :

- I. Certified sommelier e.g. CAPS, Court of Master Sommeliers, ISG, etc.; or
- II. non certified and working professionally in the role of sommelier in the food and beverage alcohol industry; or
- III. Special appointment: one (1) non certified individual from other professions, as approved by the Board, who have expertise that is deemed beneficial to the Association, and who can make a contribution to the Board and the Association
- IV. Any member who holds a position on the Board of Directors.

4.2.2 Non voting

- I. Non certified and working professionally in the food and beverage alcohol industry and suppliers
- II. Student membership (those currently registered in an accredited wine education program)
- III. Corporate members
- IV. Honorary membership: the title of Ex Officio Honorary member is given by the association to individuals in appreciation of services rendered to the Association and or the profession of sommelier

4.3 Meetings of General Membership:

4.31 The Annual General Meeting will be held within ninety days of fiscal year end [December 31]; and

4.32 Special meetings of various committees to which non-voting members contribute

4.4 Membership Fees:

| | |
|--|--------|
| Certified Sommelier (voting) | \$ 75. |
| Associate Member (non-voting) | \$ 75. |
| Corporate member [maximum of three members, non-voting] | \$300. |
| Student [while registered in an accredited wine education program, non-voting] | \$ 25. |

4.5 Voting Procedures:

A Member has the right to vote on such issues as come before the Annual General Meeting, e.g. election of Directors to the Board, acceptance of the Annual Financial Statement, etc.

4.6 Quorum:

Fifteen (15) voting members shall constitute a quorum at the Annual General Meeting.

4.7 Notice of Meetings:

Notice must go out no less than three weeks before the Annual General Meeting.

4.8 Cancellation of Membership:

A membership can be cancelled in the following cases: by a decision of the member to resign, by the Board of Directors for non-payment of the membership fee, or for any other serious motive. The Board of Directors will give prior notice to the member before announcing the cancellation.

ARTICLE V BOARD OF DIRECTORS

5.1 Membership eligibility:

A voting member of the Association is eligible to be a member of the Board of Directors. While a majority of Board Members are Sommeliers, three positions will be available to those who may be from other professions, who have expertise that is deemed beneficial and who can make a contribution to the Board and the Association. These board members shall have voting privileges at the annual meeting. These board members cannot hold the offices of President or Vice President.

5.2 General Powers and Responsibilities

- 5.2.1 To authorize the course of action that is in the best interests of the membership
- 5.2.2 To manage the affairs and business of this organization
- 5.2.3 To be responsible for the on-going operation of the Association's mandate and any re-structuring steps
- 5.2.4 To maintain accurate accounting, annual reporting to the membership and auditing of all funds collected and dispersed
- 5.2.5 The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary

5.3 Number of Directors

- 5.3.1 The Association is governed by a committee of up to twelve (12) members.
- 5.3.2 Each Director shall have one vote and such voting may not be done by proxy.

5.4 Tenure of Directors

- 5.4.1 Subsequent to the 2010/2011 election, Directors will serve for a period of three years, with one-third of the Directors changing every three years.
- 5.4.2 There will be no penalty (loss of Association membership) for any Director withdrawing as a Director before the end of his/her term.

5.5 Election of Directors

Nominations shall be received and vetted through the Nomination Committee (See Article IX, Section 4) at least twenty-one (21) days prior to notification of the Annual General Meeting in order to have their credentials posted for review, with names presented on a slate on which to be voted by secret ballot by the General Membership at the Annual General Meeting.

5.6 Regular Meetings and Attendance of the Board

- 5.6.1 The Board shall meet once a month in Ontario with dates preset in order that Directors can schedule with sufficient advanced notice.
- 5.6.2 Any changes to the schedule must have seven (7) days written notice unless there are unforeseen circumstances such as inclement weather.
- 5.6.3 If a member misses three meetings without prior notice to the Board, his or her Directorship will be terminated.

5.7 Special Meetings of the Board

5.7.1 Special Meetings may be called as seen fit by the President and/or the Board of Directors with all quorum requisites applying.

5.7.2 Notice must be given at least five business days prior. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.

5.7.3 No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

5.8 Quorum

5.8.1 The presence of not less than two thirds of the members shall constitute a quorum and shall be necessary to conduct the business of this organization.

5.8.2 Board and Annual General Meetings may be held by telephone or video conference. A member who establishes a communication link to the meeting is deemed to be present at the meeting.

5.9 Vacancies

5.9.1 As long as there is a quorum of Directors in office, the Board shall have the power and authority to appoint any voting member to fill a vacancy which may occur on the Board at any time.

5.9.2 Such vacancy may not continue beyond the Annual General Meeting unless the Director so appointed is proposed and duly elected as one of the new Board Directors.

5.10 Age

All members of the Association (voting and non-voting) must be at least 19 years old.

5.11 Compensation

Other than pre-approved expenses, a Director serves in a voluntary capacity with no monetary compensation.

5.12 Interest of Directors

The nature of not-for-profit Board service is that individuals do not benefit from that service, however, Board members are often asked to join Boards based on their connections and professional expertise. Therefore, it is important that no Director be disqualified from holding any office in the organization by reason of any interest and that common sense prevails. What is essential is any potential conflict must be laid on the table and all relationships, connections and possibilities for potential benefit shall be disclosed. Whenever a Director has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

5.12.1 The interest of such Director is fully disclosed to the Board of Directors.

5.12.2 No interested Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.

5.12.3 Any transaction in which a Director has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.

5.12.4 Payments to the interested Director shall be reasonable and shall not exceed fair market value.

5.12.5 The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

5.13 Liability of Directors for Debt

5.13.1 Directors are deemed to be merely agents of the organization and therefore are not liable on the contracts made by them on behalf of the organization.

5.13.2 Every director of the corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

5.13.3 The organization shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the corporation.

5.14 Duties Owed by Officers and Directors to CAPS Ontario

5.14.1 Duty of Loyalty: Directors owe a duty of loyalty prohibiting secret profits and requiring full disclosure of personal financial interests in transactions where the Association is a party. Confidential information cannot be used by a Director for personal gain or to the detriment of the Association.

5.14.2 Duty of Obedience: Directors shall not exceed their delegated authority or direct the organization beyond its purpose as set forth in these By-Laws. Such actions will be seen as violating the trust invested by those who hold memberships or support the organization and can imperil the organization's tax-exempt status.

5.14.3 Duty of Care: The duty of Care requires Directors to exercise reasonable care in the exercise of their responsibilities as long as there is a rational basis for his/her decisions, no conflict of interest is involved and a reasonably informed decision is made.

ARTICLE VI ORDER OF BUSINESS

All meetings shall follow the following order, according to Robert's Rules of Order, with which all Directors are required to be familiar:

http://gsa.uusa.vt.edu/Roberts_rules/Rberts_Rules.html (or some version thereof)

1. Call to Order
2. Approval of the Minutes of the preceding meeting
3. Reports of Officers
4. Reports of Committees
5. Old and Unfinished Business
6. New Business
7. Adjournment

ARTICLE VII VOTING

At all meetings, except for the election of Officers and Directors, all votes shall be by voice. For the election of Officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

1. At all votes by ballot the Chair of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chair the results and of the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

2. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VIII OFFICERS

8.1 The initial officers of the organization shall be as follows:

President

Vice President

Secretary

Treasurer

President:

- shall preside at all meetings
- shall be Chairperson of the Board of Directors
- shall present at each Annual Meeting of the organization an annual report of the work of the organization
- shall appoint all committees, temporary or permanent
- shall see all books, reports and certificates required by law are properly kept or filed.
- shall be one of the officers who may sign the checks or drafts of the organization
- shall have such powers as may be reasonably construed as belonging to the Chief Executive of any organization.

Vice President:

- shall act on behalf of the President in the event of the absence or inability of the President to exercise his/her office and become Acting President of the organization with all the rights, privileges and powers as if he/she had been the duly elected President.

Secretary:

- shall keep the minutes and records of the organization in appropriate books
- shall file any certificate required by any statute, federal or provincial
- shall give and serve all notices to members of this organization

- shall be the official custodian of the records and seal of this organization
- may be one of the officers required to sign the cheques and drafts of the organization
- shall present to the membership at any meeting any communication addressed to him/her as Secretary of the organization.
- shall attend to all correspondence of the organization
- shall exercise all duties incident to the office of Secretary
- shall distribute the minutes of the meeting within five working days of the meeting

Treasurer:

- shall have the care and custody of all monies belonging to the organization and
- shall be solely responsible for such monies or securities of the organization
- shall cause to be deposited in a regular business bank or trust company all funds of the organization except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit organization in this province.
- shall disburse the funds of the organization, taking proper vouchers therefore and
- shall render to the Board at regular meetings, or whenever required, an account of all such transactions and the financial position of the organization.
- shall be one of the officers who shall sign checks or drafts of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting
- shall exercise all duties incident to the office of Treasurer

8.2 Election Procedure

- Candidates for office must be derived from duly elected Directors.
- Candidates may volunteer to let their name stand or be nominated for the position.
- Voting shall be by secret ballot.
- Procedures see ARTICLE VII.

8.3 Term in Office

Each officer shall serve for a period of three years after which he/she may be reelected for one succeeding term.

8.4 Removal

An officer may be removed by the judgment of the Board of Directors if he/she falls short of performing his duty and fulfilling his/her responsibilities.

Notice in writing must be given before such action is taken in order for the Officer to address shortcomings or in defence of his/her actions.

8.5 Compensation

All officers are volunteers.

8.6 Resignation

Any officer may resign with no loss of Directorship or membership in the organization

ARTICLE IX COMMITTEES

9.1 Each member of the Board shall be appointed to at least one Committee. Members of Standing Committees may be drawn from members in good standing of the Association or non-members with the technical expertise to advance the work of the Committee. Standing Committees of the organization shall be:

- Finance Committee
- Education Committee
- Nomination Committee
- Membership Committee
- Competitions and Technical Committee
- Regional Liaison Committee
- Hospitality Liaison Committee
- Public Relations and Special Events Committee
- Sponsorship Committee
- Diversity and Inclusion Committee

9.2 Finance Committee:

shall be Chaired by the Treasurer of the Board of Directors

shall receive the financial report of the committee and be responsible for reporting

the organization's finances to the Board on a monthly basis

shall assure proper examination of the organization's financial records are done on an annual basis the accounting firm of the organization

shall be appointed at the Annual General Meeting for the current fiscal year and shall examine the Association's books and accounts and

shall report annually thereon to the members in accordance with the Act and prepare the organization's tax return.

9.3 Education Committee

shall be Chaired by a member selected by the Board of Directors

the Chair of the Education Committee shall require the committee meet on a regular basis to advance the educational mandate of the organization members shall be drawn from members in good standing of the organization experts outside of the organization who are deemed responsible contributors to the tasks of the committee may be invited on an ad hoc basis

shall report on its activities to the Board on a monthly basis

9.4 Nomination Committee

shall be composed of three members including the Vice-President, a Board member and a member at large who does not serve on the Board. The latter will be approved by the Board of Directors.

shall nominate, each year, new members of the Board of Directors to replace the members who, after their tenure is complete, are no longer Directors

shall advertise to members in good standing for nominations for membership to the Board of Directors

shall assess the type of expertise needed to enable the Board to conduct and manage the business of the organization

shall determine the criteria for candidacy

shall advertise and receive all nominations

shall vet those nominations and present a slate of candidates who are willing to let their names stand

9.5 Membership Committee

shall be Chaired by a member selected by the Board of Directors

the Chair of the Membership Committee shall require the committee meet on a regular basis to promote the growth of membership, member collegiality, maintenance of up-to-date membership data and renewal processes.

members shall be drawn from members in good standing of the organization experts outside of the organization who are deemed responsible contributors to the tasks of the committee may be invited on an ad hoc basis

shall report on its activities to the Board on a monthly basis

9.6 Competitions and Technical Committee

shall be Chaired by a member selected by the Board of Directors

the Chair of the Competitions and Technical Committee shall require the committee meet on a regular basis to promote the sommelier profession by organizing competitions a minimum of every two years for members of the organization

members shall be drawn from members in good standing of the organization

experts outside of the organization who are deemed responsible contributors to the tasks of the committee may be invited on an ad hoc basis

shall report on its activities to the Board on a monthly basis

9.7 Public Relations and Special Events Committee

shall be Chaired by a member selected by the Board of Directors

the Chair of the Promotions and Special Events Committee shall require the committee meet on a regular basis to promote the organization at large within the province and organize special events related to the organization.

members shall be drawn from members in good standing of the organization

experts outside of the organization who are deemed responsible contributors to the tasks of the committee may be invited on an ad hoc basis

shall report on its activities to the Board on a monthly basis

9.8 Regional Liaison Committee

shall be Chaired by a member selected by the Board of Directors

the Chair of the Regional Liaison Committee shall require the committee meet on a regular basis to promote intra and inter-regional relationship growth and collaboration of the organization's membership.

members shall be drawn from members in good standing of the organization

experts outside of the organization who are deemed responsible contributors to the tasks of the committee may be invited on an ad hoc basis

shall report on its activities to the Board on a monthly basis

9.9 Hospitality Liaison Committee

shall be Chaired by a member selected by the Board of Directors

the Chair of the Hospitality Liaison Committee shall require the committee meet on a regular basis to build and maintain relationships and partnerships that are deemed to benefit the organization and its members.

members shall be drawn from members in good standing of the organization

experts outside of the organization who are deemed responsible contributors to the tasks of the committee may be invited on an ad hoc basis

shall report on its activities to the Board on a monthly basis

9.10 Sponsorship Committee

shall be Chaired by a member selected by the Board of Directors

the Chair of the Sponsorship Committee shall require the committee meet on a regular basis to promote and establish sponsorship agreements and other forms of support that are deemed to benefit the organization and its members.

members shall be drawn from members in good standing of the organization

experts outside of the organization who are deemed responsible contributors to the tasks of the committee may be invited on an ad hoc basis

shall report on its activities to the Board on a monthly basis

9.11 Diversity and Inclusion Committee

shall be Chaired by a member selected by the Board of Directors

the Chair of the Diversity and Inclusion Committee shall require the committee meet on a regular basis to build and maintain relationships and partnerships that are deemed to benefit the organization and its members.

members shall be drawn from members in good standing of the organization

experts outside of the organization who are deemed responsible contributors to the tasks of the committee may be invited on an ad hoc basis

shall report on its activities to the Board on a monthly basis

9.12 Terms in Office, Vacancies, Quorum, Resignation and Removal

The Board may appoint and delegate powers of management to Committees of the Association and may define the duties, responsibilities and terms of reference of all Committees as it sees advances the mandate of the organization.

ARTICLE X Accounting System and Reports

10.1 The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

The members shall, at each annual meeting, appoint an accounting firm to examine the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The accounting firm shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration shall be fixed by the board of directors.