

CONSTITUTION AND BY-LAWS
OF
BOEING EMPLOYEES' WINE AND BEER MAKERS CLUB
(As amended 18 May, 2006)

Preamble:

We, the members of the Boeing Employees' Wine and Beer Makers Club, do organize for education, recreation and pleasure in the arts of wine and beer making.

CONSTITUTION

ARTICLE I NAME

Section 1 We shall be known as the Boeing Employees' Wine and Beer Makers Club.

ARTICLE II MEMBERSHIP

Section 1 Membership shall be open to the following without regard to race, color, sex, age, religion, national origin, status as a veteran or the presence of a disability.

- a. Boeing employees and retirees.
- b. Spouses and eligible dependent children (as defined by the IRS) and domestic partners (as defined by The Boeing Company) of Boeing employees and retirees.
- c. Government, Customer, Vendor and contract personnel stationed at or exclusively serving the Boeing Company, their spouses and dependents.
- d. Associate members as defined by The Boeing Company.
- e. Dependent children under the age of 21 are excluded due to drinking age limitations.

Section 2 Annual dues shall be established by the Executive Board on a year-to-year basis and subject to approval by the membership.

Section 3 Each membership shall be considered a family membership to the extent that the spouse shall be included as a club member.

ARTICLE III OFFICERS

Section 1 The officers of the Boeing Employees' Wine and Beer Makers Club shall consist of a President, Vice President of Wine, Vice President of Beer, Secretary and Treasurer. The Treasurer must be an active Boeing employee. Eligible candidates for other officer positions may be active Boeing employees or retirees of The Boeing Company.

ARTICLE IV DUTIES OF OFFICERS

Section 1 President

The President shall:

- a. Preside at all business meetings.
- b. Be chairperson of the Executive Board.
- c. Call special business meetings, appoint committees and fill committee and pro tem vacancies.
- d. Perform such other duties as the office may require.
- e. Perform the duties of either Vice President in his or her absence.
- f. Review the monthly bank statement with the Treasurer.

Section 2 Vice President of Wine and Vice President of Beer

The Vice Presidents shall:

- a. Oversee and coordinate the efforts of all major committees.
- b. Perform the duties of the President in the absence of that officer.
- c. Serve as the coordinator for all Wine competitions (VP of Wine).
- d. Serve as the coordinator for all Beer competitions (VP of Beer).

Section 3 Secretary

The Secretary shall:

- a. Keep the minutes of all Executive Board and other business meetings.
- b. Maintain an up-to-date roster of members, unless this responsibility is assigned to the Membership chairperson.
- c. Notify members of all club meetings as specified, unless this responsibility is assigned to the Membership Committee Chairperson or the Publications Committee Chairperson.
- d. Maintain all required documents of the club.

Section 4 Treasurer

The Treasurer shall:

- a. Keep an accurate account of all financial transactions of the organization.
- b. Be responsible for all funds of the organization and receive and disburse all money, subject to the will of the Executive Board.
- c. Make all disbursements by check only. A checking account will be set up and no check will be honored in the bank for payment unless signed by the treasurer, such signature to be countersigned by the President or one other elected officer.
- d. Maintain accounts and render monthly financial statements of the organization.
- e. All financial records shall meet specifications set by Boeing Recreation.
- f. Review the monthly bank statement with the President.
- g. Review the financial records with an officer or club member upon request.

Section 5 The Boeing Company shall provide a Recreation Advisor who shall serve as an ex-officio member of the Executive Board.

ARTICLE V ELECTION OF OFFICERS

Section 1 The offices of President, Vice Presidents, Secretary and Treasurer shall be filled by election at the first regular meeting in January.

Section 2 A Nominations Committee of not less than three people shall be appointed by the President not later than the December meeting. The Nominations Committee shall nominate at least one candidate for each office. The slate of nominees shall be published in the club newsletter or a comparable special mailing together with the designation of a future regular meeting when nominations from the floor will be accepted. If, after the designated nominations meeting, there is more than one candidate for any one office, a ballot listing all candidates shall be distributed by inclusion in the next regular club newsletter or by a comparable special mailing. The ballot shall contain an address for return of completed ballots and shall specify a final date for acceptance of completed ballots. If, however, after the close of nominations from the floor, there is not more than one candidate for each office, then the candidates shall be declared elected and the membership shall be so advised by notice in the next regular newsletter.

Section 3 No person is eligible to hold office who is not a dues-paying member of the club.

- Section 4 No member is eligible to hold more than one elective office at a time or be retained in the same office for more than two successive terms, unless the Board votes by 60% to grant an extension. The office must be voted on by the membership present at the meeting at which nominations are accepted, passing by a simple majority. The length of a term of an elected office is one year.
- Section 5 Serving as President, Vice President of Wine, Vice President of Beer, Secretary or Treasurer shall be limited to one family member (employee or retiree) at a time.
- Section 6 Contested elections shall be by secret ballot. Each membership shall be entitled to one vote.
- Section 7 A vacancy in an elected position must be filled within 60 days of the office becoming vacant, either by appointment by the Executive Board or by special election.
- Section 8 No officer or trustee shall receive any salary or wages by reason of office.
- Section 9 No person shall be nominated without their prior permission.

ARTICLE VI COMMITTEES AND BOARDS

- Section 1 There shall be an Executive Board and six major committees.
- Section 2 Executive Board
- a. The President, Vice Presidents, Secretary, Treasurer and all major committee heads shall constitute the Executive Board.
 - b. The Executive Board shall decide on all expenditures, promotion of activities, appointments of committees and the general government of the organization, except as otherwise provided herein.
 - c. The Executive Board shall establish or approve the financial procedures and reporting requirements for the major committees.
 - d. The Executive Board shall meet upon request of the President or any two other members of the Board. Date and time of meeting shall be set by the President.
- Section 3 The six major committees shall be the Activities Committee, the Stores Committee, the Membership Committee, the Publications Committee, the Equipment Committee, and the Grape Procurement Committee. Each committee shall consist of those members and/or subcommittee chairpersons appointed by the Executive Board.
- a. The Activities Committee shall arrange for social, educational, and recreational activities for the club.
 - b. The Stores Committee shall be responsible for the operation of a club store and club library.

- c. The Membership Committee shall be responsible for the conduct of membership drives, for the maintenance of the membership roster, and for reporting changes in the membership status to the Recreation Department.
- d. The Publications Committee shall be responsible for club publications. The Publications Committee Chairperson shall be the editor of the club newsletter, and as such shall publish the dates of all club meetings.
- e. The Grape Procurement Committee shall be responsible for coordinating the purchase of grapes from vineyards or other grape selling organizations. The Grape Procurement Chairperson shall coordinate the efforts of the focals assigned to vineyards.
- f. The Equipment Committee shall be responsible for the management and maintenance of Club-owned equipment. Such equipment shall include items intended for temporary loan for use by individual club members, as well as all other capital equipment. The Equipment Committee Chairperson shall be responsible for identifying equipment replacement needs, researching replacement options and making recommendations to the Executive Board.
- g. Sub-committees to the major committees and ad hoc committees may be formed at any time to carry out the various phases of the club activities.

ARTICLE VII MEETINGS

- Section 1 Regular membership meetings shall be established by the Executive Board.
- Section 2 Special meetings may be called at any time as determined by the President.
- Section 3 All meetings will be conducted in compliance with Robert's Rules of Order.

ARTICLE VIII AMENDMENTS

- Section 1 This constitution may be amended by the submission in writing of a proposed amendment at any regular or special meeting of the organization. The proposal shall be received and acted upon at the next succeeding regular meeting of the organization at which there shall be a quorum present.
- Section 2 Amendments may be acted upon at the announced meeting or by mail ballot. A two-thirds majority of the members present at the meeting or responding by mail ballot shall be required to adopt an amendment.
- Section 3 Written notice of the meeting shall be given three weeks prior to the meeting at which the amendment is voted upon.
- Section 4 All proposed amendments to this constitution shall be submitted to Boeing Recreation for clearance before a vote of the membership.

BY-LAWS

ARTICLE I QUORUM

- Section 1 The membership in attendance at a scheduled membership meeting shall constitute a quorum.
- Section 2 An Executive Board Quorum shall consist of five members, minimum of which at least two shall be club officers.

ARTICLE II GENERAL PROVISIONS

- Section 1 Property or equipment purchased by the Boeing Employees' Wine and Beer Makers Club with Boeing Employees' Wine and Beer Makers Club funds shall be considered club property and not the property of any individual member or group of members.
 - a. As club property it may be entrusted to the custodial care of Boeing Recreation.
 - b. In the event of Boeing Employees' Wine and Beer Makers Club disbanding, the disposition of the Club's assets will be determined by the Executive Board, with approval by the standing membership.
- Section 2 The fiscal year for Boeing Employees' Wine and Beer Makers Club shall be from January 1 to December 31 inclusive. All budgeting and financial accounting shall be rendered on this basis.
- Section 3 Participants in all activities shall have agreed to the terms of the "Release and Indemnity Statement".

Printed Name _____ Signed _____ Date _____

Club President

Printed Name _____ Signed _____ Date _____

Recreation Advisor
The Boeing Company