



**BY-LAWS OF THE
CANADIAN ASSOCIATION OF PROFESSIONAL SOMMELIERS (CAPS), ALBERTA CHAPTER
A NOT-FOR-PROFIT CORPORATION**

1. ARTICLE 1 - ORGANIZATION

- 1.1. The name of the organization shall be the Canadian Association of Professional Sommeliers (CAPS)/Association Canadienne des Professional Sommeliers (ACSP), Alberta 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, Alberta Chapter.
- 1.3. The logo of CAPS/ACSP represents a bunch of grapes, purple or green, with on the outside left side of the text, 13 berries for the 10 provinces and the 3 territories of Canada. The logo features on the right side the name of the national association, the same colour as the cluster, with the English name at the top and the French name at the bottom. This logo is the only one recognized for all regional chapter members, and cannot be modified without the agreement of the National board .



2. ARTICLE II - PURPOSES

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

- 2.1. 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;
- 2.2. To safeguard the traditions of the sommelier profession;
- 2.3. To promote the process of educating sommeliers;

- 2.4. To promote communication with wine makers, agents, and retailers in order to introduce and recommend good wines, spirits, liqueurs and other beverages and in this way to educate both sommeliers and consumers;
- 2.5. To support events and competitions relating to wine, spirits and other beverages within Canada and abroad;
- 2.6. To pursue professional excellence by seeking ways to elevate the profession through customer and community service and the support of the highest standards of performance.

3. ARTICLE III LOCATION

- 3.1. The principal office of the Canadian Association of Professional Sommeliers, Alberta Chapter shall be in the province of Alberta at such place as may from time to time be determined by the Board.
- 3.2. The Activities of the Board, and the Alberta Chapter will be subject to the directions outlined in the Alberta Gaming and Liquor Commission's Handbook

4. ARTICLE IV MEMBERSHIP

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

- certified sommeliers (Holding a credential equivalent or exceeding the WSET 3 Advanced Certificate, ISG Advanced Wine Certificate, Court of Master Sommeliers Certification, or CAPS Certification). Or persons otherwise recognized as a beverage professional including Cicerone qualification.
(Voting Member)
- non-certified and working professionally in the food and beverage alcohol industry and suppliers (with or without an approved credential from a suitable organization)
(Voting Member)
- corporate membership – up to five members/employees of other representatives of a company within the food and beverage alcohol industry
(One Voting Membership, remainder non-voting)
- Current students in a wine or hospitality program (or within the same calendar year of completion)
[non-voting]
- wine enthusiasts (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 [eligible to be elected to the Board of Directors]:

- 4.2.1.1. Certified sommelier e.g. CAPS, Court of Master Sommeliers, ISG, WSET, etc.; or
- 4.2.1.2. Special appointment : one (1) non-certified individuals 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.

- 4.2.1.3. Non-certified and working professionally in the food and beverage alcohol industry and suppliers

4.2.2. Non-voting:

- 4.2.2.1. Non-certified and working professionally in the food and beverage alcohol industry and suppliers
- 4.2.2.2. Student membership (currently registered in a wine or hospitality program)
- 4.2.2.3. Corporate members
- 4.2.2.4. Individual wine enthusiasts from the general public
- 4.2.2.5. 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:

- 4.3.1. The Annual General Meeting will be held between ninety days of fiscal year end (March 31 of each year, or as determined by the Board).

4.4. Membership Fees:

Sommelier:	\$	0
Non-certified or Associate Member:	\$	0
Corporate member [maximum of three members]	\$	0
Student [registered in a wine or hospitality program]	\$	0

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:

Ten (10) voting members shall constitute a quorum at the Annual General Meeting.

4.7. Notice of Meetings:

- 4.7.1. Notice must be made no less than two weeks before the Annual General Meeting.
- 4.7.2. Notice shall be given to members by mail, e-mail, telephone, fax, and/or other electronic means, or through public notices including but not limited to newsletters, newspapers, television, or radio.

4.8. Cancellation of Membership:

A membership may 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 reason. The Board of Directors will give prior notice to the member before announcing the cancellation.

5. ARTICLE V BOARD OF DIRECTORS

5.1. Membership and eligibility:

- 5.1.1. Composition: The Officers of the Association, together with the Directors and the immediate past President, shall constitute the Board of Directors.
- 5.1.2. Eligibility: A voting member of the Association is eligible to be a member of the Board of Directors. While a majority of Board Members should be certified Sommeliers, the remainder of other positions will be available to those who may be from other professions (such as members of a retail organization, restaurant or hospitality organization, event provider, beverage educator, journalist, or member of the media discoursing on beverages), who have expertise that is deemed beneficial and who can make a contribution to the Board and the Association.

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 maintain accurate accounting, annual reporting to the membership and auditing of all funds collected and dispersed;
- 5.2.4. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary;
- 5.2.5. To report to the membership on its actions and concerns.

5.3. Number of Directors

- 5.3.1. The Association is governed by a Board of a minimum of three (3) members and as many as ten (10) 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. Directors shall serve for a period of three years, with one-third of the Directors changing every three years.

5.5. Election of Directors

The Annual General Meeting shall elect Board Directors and officers.

5.6. Meetings and Attendance of the Board

- 5.6.1. The Board shall meet a minimum of four (4) times per year in Alberta.
- 5.6.2. Any changes to the schedule must normally have seven (7) days notice.
- 5.6.3. If a member misses three regular meetings without prior notice to the Board, his or her Directorship will be terminated.
- 5.6.4. Special meetings may be called by the President and/or five (5) Board members, provided that notice is given at least five business days prior. Such notice shall state the reasons that such meeting has been called, the business to be transacted, and by whom it was called.

5.7. Quorum: Quorum for the Board shall consist of a majority of directors (50% plus one).

5.8. Vacancies

- 5.8.1. 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.
- 5.8.2. 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.

5.9. Age: All members of the Association (voting and non-voting) must be at least legal drinking age in the Province of Alberta.

5.10. Compensation: Other than pre-approved expenses, a Director serves in a voluntary capacity with no monetary compensation for their board participation.

5.11. 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 the interests of the Association are honoured.

5.12. Liability of Directors for Debt

5.12.1. 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.

5.12.2. 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 actions arising out of the good faith execution of their duties and responsibilities;

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

5.13. Duties Owed by Officers and Directors to CAPS Alberta:

5.13.1. 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.

5.13.2. Duty of Obedience: Directors shall not exceed their delegated authority or direct the organization beyond its purpose as set forth in these By-Laws.

5.13.3. Duty of Care: Directors shall 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.

6. ARTICLE VI ORDER OF BUSINESS

All meetings shall conduct business according to the most recent edition of *Robert's Rules of Order*, with which all Directors are required to be familiar.

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

7. ARTICLE VII VOTING

- 7.1. At all meetings, except for the election of Officers and Directors, votes shall be by voice. For the election of Officers, voting shall normally be by secret ballot.
- 7.2. If the directors or members of the Corporation call a meeting of members, those directors or members, as the case may be, may determine that the meeting and voting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- 7.3. 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.
- 7.4. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

8. OFFICERS

- 8.1. Members in good standing are eligible for election as officers. The initial officers of the organization shall be as follows:

- President
- Vice President
- Secretary
- Treasurer

President:

- Must be a certified sommelier
- 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 cheques 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:

- Must be a certified sommelier

- 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 (they) 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 may volunteer to let their name stand or be nominated for the position.
Voting shall normally be by secret ballot.

8.3. Term in Office

Each officer shall serve for a period of three years after which (they) may be re-elected for one succeeding term. For the purposes of determining eligibility to continue under this provision, an officer who has served more than half a term shall be considered to have served a full term.

8.4. Removal

An officer may be removed by the judgment of the Board of Directors if (they) 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.

9. ARTICLE IX COMMITTEES

9.1. Each member of the Board shall normally be appointed to at least one Committee. Standing Committees of the organization can be but not limited to:

- Education
- Events & Activities includes Competitions
- Membership (development and recruitment)
- Diversity and Inclusion
- Hospitality
- Communications includes Social Media

9.2. Education Committee

- shall be chaired by the Director of Education in Alberta;
- the Chair shall meet with the committee on a regular basis to advance the educational mandate of the organization, and to receive advice from the committee;
- 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.
- Shall appoint someone to be responsible for the Rosemund Charter

9.3. Events and Activities Committee

- shall be Chaired by a member selected by the committee, or in the alternative, by the Board of Directors
- the Committee shall 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
- shall appoint the leads and technical director for any competitions hosted by the chapter

9.4. Membership Committee

- shall be Chaired by a member selected by the committee, or in the alternative, 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

9.5. Diversity and Inclusion Committee

- shall be Chaired by a member selected by the committee, or in the alternative, by the Board of Directors
- the Chair of the Diversity Committee shall require the committee meet on a regular basis to ensure that all members are reflective of the general population and open to all regardless of age, race, religion, sexual orientation.
- 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

9.6. Hospitality Liaison Committee

- shall be Chaired by a member selected by the committee, or in the alternative, by the Board of Directors
- the Chair of the Hospitality Liaison Committee shall require the committee meet on a regular basis to promote the communication to the hospitality and restaurant community.
- 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

9.7. Communications Committee

- shall be Chaired by a member selected by the committee, or in the alternative, by the Board of Directors
- the Chair of the Communications Committee shall require the committee meet on a regular basis to promote communications to the membership including media notices, social media, newsletters and other communications to the 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

9.8. 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.

10. ARTICLE X - ACCOUNTING SYSTEM AND REPORTS

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

10.2. 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.

11. ARTICLE XI - PROCEDURES FOR AMENDING THE BY-LAWS

11.1. These By-laws may be repealed or amended by By-law, in accordance with provincial law and regulation. Amendments must be made by recommendation of the Board of Directors and ratified by a two-thirds (2/3) majority of the membership in a duly constituted meeting.

ENACTED This day of , 20 .

The foregoing by-law is hereby enacted by the directors of the Corporation as evidenced by the respective signatures hereto of all of the directors of the Corporation.

DATED this day of , 20 .

(President)

(Secretary)

Amendments: