

BYLAWS OF TAMPA PALMS VINTNERS CLUB
FEBRUARY 2007

ARTICLE I – NAME

The name of the organization shall be “Tampa Palms Vintners Club” (hereinafter referred to as “Vintners”).

ARTICLE II – PURPOSE

The purpose of Vintners shall be to provide the opportunity for its members to share and broaden their knowledge, enjoyment, and appreciation of fine wines and good food, and to have social bonding in the process.

ARTICLE III – MEMBERSHIP

Membership is by approval of the Vintners Committee (hereinafter referred to as the “Committee”). Only members in good standing of Tampa Palms Golf & Country Club who are 21 years or older are eligible for consideration for membership. Eligibility for participation in Vintners is also contingent upon payment of Vintners annual dues and approval by the Committee.

The benefits conferred upon members of Vintners shall be posted on the Vintners website (www.tpvintnersclub.com), and shall continue in effect for the calendar year of membership. Benefits of membership for renewal years shall be likewise posted on the Vintners website. Benefits of Vintners membership may be changed or modified from year to year at the discretion of the Committee.

An Application form for membership must be completed by an interested applicant and submitted with full payment of dues to the Committee for membership approval. Membership is for the calendar year that an applicant is approved for membership by the Committee, until dues become past due, upon resignation, or upon removal for cause by the Committee or these bylaws. To remain a member, each succeeding calendar year a member will submit a membership renewal request to the Committee, obtaining the Committee’s approval of the renewal request, and by paying the yearly dues. Membership, including renewals, may be denied or revoked by the Committee if the Committee, in its sole discretion, believes the membership will hinder or negatively impact the purpose, members, directors, or officers of Vintners. Any denial, revocation or renewal of an applicant or member will be by majority vote of the Committee.

Limits on membership shall be fixed from time to time at the discretion of the Committee.

Once the member limit is reached, a Waiting List shall be created. As vacancies become available, invitations for application will be offered to those on the Waiting List in priority of their respective sign up dates.

Dues will be set at the discretion of the Committee.

ARTICLE IV – DIRECTORS

1. Power of Directors: All powers shall be exercised by or under the authority of the Committee, and the business and affairs of Vintners shall be managed under the direction of the Committee.
2. The Committee shall consist of nine (9) directors. The initial directors are: Charles D. Baval, Roderick Buchen, Donald Carter, Chad Colby, Renynold Gosselin, Alan List, Dan Padley, Bo Reahard and Ian Watson.
3. A Director shall hold office until a successor is elected by the Committee, or until resignation, removal from office, or demise.
4. Any vacancy occurring on the Committee may be filled by the affirmative vote of a majority of the remaining Directors.
5. Any Director may resign at any time by giving written notice to the Chairman of the Committee. Any such resignation shall take effect at the time specified or, if the time is not specified, upon its acceptance by the Committee.
6. To continue to hold a position as a Director, one must remain a member in good standing of both the Tampa Palms Golf & Country Club and Vintners.

ARTICLE V – COMMITTEE MEETINGS

1. Regular meetings of the Committee will be held monthly or as necessary, to be determined by the Committee.
2. A quorum of four (4) Directors will be required to conduct business at any meeting of the Committee.

ARTICLE VI – OFFICERS

The Officers of Vintners shall consist of a Chairman, a Vice-Chairman, and a Secretary, and such other officers as the Committee may designate. All of the officers shall be elected for a one-year term by the members of the Committee. The Committee shall have the authority to fill any vacancy in any office.

1. The Chairman shall have the general and active management of the affairs of Vintners, subject to the directions of the Committee; and shall perform all duties as may be prescribed by the Committee. The Chairman acts as liaison between Vintners and the management of Tampa Palms Golf & Country Club. The Chairman may appoint any

member or members of the Committee to assist when dealing with the management of Tampa Palms Golf & Country Club.

2. The Vice-Chairman shall perform such duties as may be prescribed by the Committee.
3. The Secretary shall have custody of all the Vintners records; shall record the minutes of all meetings of the Committee; shall perform all the duties commonly incident to this office; and shall perform other duties as may be prescribed by the Committee.
4. Re-election of Officers and Directors to the same or different offices in the Vintners is permissible.

ARTICLE VII – REMOVAL OF DIRECTORS/OFFICERS

1. Any member of the Committee may be removed for cause by the Committee by majority vote.
2. Charges for such removal shall be sent in writing, certified mail, e-mail or delivered in person at least seven (7) days before a hearing is scheduled by the Committee.
3. In the event any member of the Committee is absent from three (3) consecutive meetings of the Committee, the Committee may, if it deems the reason for such absence to be insufficient, declare the position vacant.

VIII – MEMBERSHIP RECORD

A membership roster shall be maintained and consist of current Vintners members in good standing.

ARTICLE IX – FINANCES

1. Vintners will be a non-profit organization.
2. Dues or fees necessary to cover the needs of Vintners will be determined by and assessed by the Committee.

X – INSTALLATION OF OFFICERS

Installation of Officers shall take place in the month of January of each year, and they shall take office at that time.

XI – AMENDMENTS

Power to adopt, amend or replace these Bylaws shall be vested in the Committee. The Committee shall have the responsibility of keeping the membership fully informed as to any changes in these Bylaws.

XII – EVENTS

The Committee shall have the authority to establish and conduct wine and food events for the Vintners members. Events will be scheduled and announced on the Vintners website, and members shall RSVP their attendance at each event. Cancellations must be received no later than forty eight (48) hours before an event or the member will be charged the fee for the reservation.

If the number of reservations for a given Vintners event does not reach the maximum number of participants (to be determined from time to time by the Committee), then guests may be invited to attend a Vintners event. The fee for guest attendance shall be determined from time to time by the Committee. The priority for guest attendance shall be first to guests of Vintners members, second to persons on the Waiting List, and then to members of Tampa Palms Golf & Country Club at large.

The Committee shall have the authority to establish a dress code for Vintners food and wine events.

XIII – RULES OF ORDER

The rules contained in Robert's Rules of Order shall govern Vintners in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of Vintners.