



MISSOURI WINE AND GRAPE BOARD  
BY-LAWS  
(January, 2021)

**Article I. Authority:**

This organization, its purpose, procedures and regulations are established pursuant to the authority of the Missouri Wine and Grape Board (Missouri statute 262.820).

**Article II. Name:**

The name of this organization shall be the Missouri Wine and Grape Board, hereinafter referred to as the “Board.”

**Article III. Purpose:**

The purpose of the Board shall be to further the growth and economic development of the grape-growing industry in the state of Missouri, which has yet to reach its full potential based on the favorable soil and climatic conditions present in many regions of the state. The Board will sponsor research, education and outreach to encourage and promote the production and marketing of Missouri grapes and wine.

Nationwide, the majority of all grapes grown are produced for wine, making this the largest market for Missouri grapes. Therefore the Board shall have a correlate purpose of furthering the growth and economic development of the wine-making industry in Missouri, so as to foster a ready and growing market for Missouri grapes.

- A. To participate in cooperation with state, regional, national, or international activities, groups, and organizations whose objectives are that of developing new and better grape varieties to determine their suitability for growing in Missouri.
- B. To participate in and develop research projects on improved wine-making methods using the new grape varieties to be grown in Missouri.
- C. To use the individual and collective expertise of the Board members, as well as experts in the fields of Enology and Viticulture selected by the Board, to update and improve the quality of grapes grown in Missouri and advanced methods of producing wines from these Missouri grapes.
- D. To furnish current information and associated data on research conducted by and for the Board to grape growers and vintners in Missouri, as well as to interested persons considering entering these fields within the state.
- E. To participate in subsequent studies, programs, research, and information and data dissemination in the areas of sales, promotions, and effective distribution of Missouri wines.

#### **Article IV. Location of Office**

The principal office of the Board shall be located in Jefferson City, Missouri. The Board may have offices at such other places as the Board may from time to time designate.

#### **Article V. The Board**

##### *Section 1. Powers and Duties:*

The Board shall have the following powers and duties:

- A. To elect the officers of the Board.
- B. To recommend candidates to fill any vacancies on the Board due to resignation or death in term, or at the end of appointed term.
- C. To solicit candidates, review qualifications, and employ or contract with experts in the fields of viticulture and enology to be hired to work with the Board to develop the Missouri grape and wine industries.
- D. To determine and recommend priority programs to be assigned these experts to comply with and optimize the research funded by the Missouri Department of Agriculture or other government agencies and further develop the Missouri grape and wine industry.
- E. To work with and counsel the viticulture and enology experts on the needs and requirements of grape producers and wine makers so as to optimize their work in developing the best strains of all grape varieties related to soil and climate conditions throughout the state and developing the art of wine-making using these Missouri produced grapes.
- F. To review progress and final reports from these experts to determine the potential of economic forecasts for developing the Missouri grape and wine industries.
- G. To confer and cooperate with similar boards or councils in other states to further understandings and accords on the grape and wine industries.
- H. To approve and recommend desirable amendments to these by-laws.
- I. To perform such other duties as may be necessary to proper operations of the Board.
- J. To recommend the dismissal of any Board member for appropriate reasons as determined by a majority of the voting members of the Board.
- K. To employ an Executive Director.

##### *Section 2. Number:*

The Board shall consist of eleven (11) voting members. The Board shall consist of the elected presidents of the Missouri Vintners Association, the Missouri Grape Growers Association, and the Missouri Wine Marketing and Research Council, and the Director of the Department of Agriculture, with the remaining seven (7) voting members representing a balance of interested, qualified persons in support of the growth of the Missouri wine and grape industry.

In addition, there shall be two non-voting members of the Board, the designated Executive Director of the Board and the director of the Grape and Wine Institute.

*Section 3. Terms:*

- A. Terms of the Board members shall be four (4) years and shall commence on the first day of the month following the approval of their appointment. No member shall serve more than two consecutive full four-year terms. A member may, however, after serving two consecutive four-year terms and retiring for a minimum of one full year, be eligible for reappointment to the Board.
- B. Board vacancies resulting from resignation, non-performance, death or other cause, shall be filled by appointment of the Governor, after recommendations from the Board.

*Section 4. Recommendation for removal:*

- A. The Board, for cause, as defined in Section 262.838 RSMo, may, by a majority vote of the total number of Board Members, vote to recommend a Board Member be sanctioned by the Director of the Missouri Department of Agriculture. Such recommendation shall be in writing stating the general basis for such recommendation. The Director of the Missouri Department of Agriculture shall have sole discretion as to what action if any should be taken against the named Board Member. The Board Member shall be provided a copy of the written recommendation.
- B. In the event the Board Member, who has been recommended for sanctions pursuant to Section 4. Paragraph A above, fails to correct the action or inaction that was the basis for the recommendation in a reasonable amount of time as defined in the sole discretion of the Board, the Board may for cause, as defined in Section 262.838 RSMo, by a majority vote of the total number of Board Members, vote to recommend to the Governor of the State of Missouri that the Board Member who is the subject of the recommendation be removed from Board as anticipated by Section 262.838 RSMo. Such recommendation shall be in writing stating the general basis for such recommendation. Both the Board Member and the Director of the Missouri Department of Agriculture shall be provided a copy of the written recommendation.

**Article VI. Meetings**

*Section 1. Place of Meeting:*

Meeting of the Board shall be held at any location as set out in the notice of the meeting, or the waiver of such notice. Meetings may be held via conference call or vote conducted via email.

*Section 2. Meeting Times:*

Regular meetings of the Board shall be held a minimum of two times per year at such times and places as may be set by the Board. Special meetings for any purpose or purposes may be called at the request of the Chair, the Executive Director, or any two Board members. Notice of special meetings shall state the purpose of the meeting and shall be mailed to each member at his address of record at

least five (5) days, or telephoned or emailed at least twenty-four (24) hours prior to the date of the proposed special meeting.

*Section 3. Quorum:*

Five members of the Board shall constitute a quorum. A majority (but not less than five) of the members in attendance (to include via telephone) at any meeting in the presence of a quorum may transact all business of the Board, except as otherwise provided in Article VII, Section 4, and Article X of these by-laws. In the absence of a quorum, those present may discuss any business, table any business for a vote at which time a quorum is established, may recess or adjourn to a later date, but, absent a quorum, may not make final approval or final decisions on behalf of the Board.

*Section 4. Compensation:*

The members of the Board shall serve without compensation but shall be reimbursed from the funds of the Board for actual and necessary expenses incurred in carrying out the member's official duties.

*Section 5. Parliamentary Procedure:*

All meetings shall be conducted in accordance with Roberts Rules of Order Newly Revised.

**Article VII. Officers:**

*Section 1. Elected Officers:*

The elected officers of the Board shall be a Board Chair, Board Vice-Chair, and such other officers as the Board deems necessary to carry out its duties and powers. The elected officers of the Marketing, Technical, and Strategic Alliance Development Committees shall be a Committee Chair and Vice Chair.

*Section 2. Tenure of Officers:*

The elected officers of the Board shall be elected by and from the voting members of the Board, on or after July 1 of each election year. The elected officers of the Committees shall be elected by and from the voting members of the respective Committees, and the Technical Chair, Marketing Chair and the Strategic Alliance Development Chair may be elected from any duly appointed committee members. Election of officers requires a majority of all the members of the Board or Committee respectively.

*Section 3. Term of Office:*

The term of office of each elected officer shall be two (2) years and the officers can be re-elected. Each shall hold office until their successor to that office has been duly elected. Any officer, Board or Committee, may be removed from office for due cause by a two-thirds vote of all voting members of the Board.

*Section 4. Duties of Officers:*

A. Chair

The Chair shall preside at all meetings of the Board at which they are present. They shall be the chief executive officer of the Board and perform all duties as normally and generally pertain to that position, both within the Board and with all external publics.

B. Vice-Chair

The Vice-Chair during the absence of the Chair or in the case of his/her inability to act, shall be vested with the powers and shall perform the duties of the Chair. The Vice-Chair shall also perform such other duties and exercise such powers as may from time to time be imposed upon or vested in them by vote of the Board.

C. Marketing Chair

The Marketing Chair shall preside over the meetings of the Marketing Committee and shall oversee the marketing plan. The Marketing Chair shall work closely with the Board and the Chair of the Strategic Alliance Development Committee to develop strategic partners that advance the marketing plan. The Marketing Chair shall work with the Marketing Committee in developing a marketing plan and its associated costs which shall be presented to the Board for budgeting and approval. The Marketing Chair shall also be responsible for providing regular progress reports to the Board at the meetings of the Board for which the Marketing Chair shall be required to attend. The Marketing Chair shall also perform such other duties and exercise such powers as may from time to time be imposed upon or vested in them by vote of the Board.

D. Technical Chair

The Technical Chair shall preside over the meetings of the Technical Committee and shall oversee the research plan, education and outreach. The Technical Chair shall work closely with the Board and the Chair of the Strategic Alliance Development Committee to develop strategic partners that will advance the research plan. The Technical Chair shall work closely with the Board's recognized strategic partners to identify and implement the research and advisement needs of the industry. The Technical Chair shall work with the Technical Committee in developing a research plan and its costs which may include the selection of research proposals which shall be presented to the Board for budgeting and approval. The Technical Chair shall also be responsible for providing regular progress reports to the Board at the meetings of the Board for which the Technical Chair shall be required to attend. The Technical Chair shall also perform such other duties and exercise such powers as may from time to time be imposed upon or vested in them by vote of the Board.

E. Strategic Alliance Development Chair

The Strategic Alliance Development Chair shall preside over the meetings of the Strategic Alliance Development Committee and shall oversee the Strategic Alliance Development Plan. The Strategic Alliance Development Chair shall work closely with the Board and the Chairs of the Technical and Marketing Committees to identify, develop and coordinate strategic partners which will advance the goals and objectives set out in the Board's Strategic Plan and the interest of the wine and grape industry in Missouri. The Strategic Alliance Development Chair shall be responsible, in conjunction with the Strategic Alliance Development Committee, for developing and maintaining an ongoing relationship with the United States Congress, the United States Executive Branch to include but not limited to the USDA, the State of Missouri Legislature, the State of Missouri Executive Branch to include but not limited to the Governor, the Governor's Office, the Missouri Department of Agriculture and the Missouri Department of Economic Development, the University of Missouri and Missouri State University. The Strategic Alliance Development Chair shall work with the Strategic Alliance Development Committee in developing a Strategic Alliance

Development plan and its associated costs, which may include the proposed grants, endowments and other funding sources, which shall be presented to the Board for budgeting and approval. The Strategic Alliance Development Chair shall also be responsible for providing regular progress reports to the Board at the meetings of the Board for which the Strategic Alliance Development Chair shall be required to attend. The Strategic Alliance Development Chair shall also perform such other duties and exercise such powers as may from time to time be imposed upon or vested in them by vote of the Board.

F. Executive Director

The executive director shall be a non-voting member of the Board and shall perform duties pursuant to the Board in accordance to the job description provided by the Board.

**Article VIII. Committees:**

*Section 1. Marketing Committee, Technical Committee and Strategic Alliance Development Committee*

- A. The Marketing Committee shall be a standing committee responsible for developing a marketing plan that shall include the projected costs of the marketing plan. The marketing plan and the projected costs shall be submitted simultaneously to the Board for their budgeting and approval. The Board shall establish a line item budget which shall support the plan as approved by the Board. After the marketing plan and marketing budget have been approved by the Board, the Marketing Committee shall ensure that at no time expenditures exceed any one category item of the budget as approved by the Board, that at no time expenditures exceed the total budget as approved by the Board, and that the approved marketing plan is generally followed. In the event the Marketing Committee determines that a change needs to be made to the approved marketing plan and or marketing budget, the Marketing Committee may recommend such changes to the Board for its approval.
1. The Marketing Committee shall consist of no more than 12 members. They shall be the Chair of the Board, the Chair of the Marketing Committee, 3 or 4 additional members of the Board as appointed by the Board Chair, and up to 6 non-board members as shall be recommended by the Chair of the Marketing Committee and the Board Chair and approved by a vote of the Board. The executive director shall be a non-voting member of the Marketing Committee. The Chair of the Board shall submit to the Board for their vote and approval the names of those who will serve as the non-board members of the Marketing Committee. The Chair of the Marketing Committee may make recommendations to the Chair of the Board of which Board members to appoint to the Marketing Committee. No member of the Board, other than the Board Chair, may serve on both the marketing and research committees.
  2. Terms of the non-board committee members shall be for four (4) years and shall commence on the first day of the month following the Board's approval of their appointment. Non-board committee members may serve consecutive full four-year terms if approved by the Board.
  3. Non-board committee members may be removed from the committee by the Board for nonperformance of their duties.

- B. The Technical Committee shall be a standing committee responsible for developing a research, education and outreach plan that shall include the projected costs of this plan. The plan shall promote the development of the grape and wine industry through education, outreach and research. The plan and the projected costs shall be submitted simultaneously to the Board for its budgeting and approval. The Board shall establish a budget consisting of expenditure categories with line item expenditures which shall support the plan as approved by the Board. After the plan and its budget have been approved by the Board, the Technical Committee shall insure that at no time expenditures exceed any one category item of the budget as approved by the Board, that at no time expenditures exceed the total budget as approved by the Board and that the Board approved plan is generally followed. In the event the Technical Committee determines that a change needs to be made to the approved research plan and or research budget, the Technical Committee may recommend such changes to the Board for its approval.
1. The Technical Committee shall be made of no more than 12 members. They shall be the Chair of the Board, the Chair of the Technical Committee, 3 or 4 additional members of the Board as appointed by the Board Chair, and up to 6 non-board members as shall be recommended by the Technical Chair and the Board Chair and approved by a vote of the Board. The executive director and the director of the Grape and Wine Institute shall be non-voting members of the Technical Committee. The Chair of the Board shall submit to the Board for their vote and approval the names of those who will serve as the non-board members of the Technical Committee. The Chair of the Technical Committee may make recommendations to the Chair of the Board on which Board members to appoint to the Technical Committee. No member of the Board, other than the Board Chair, may serve on both the marketing and research committees.
  2. Terms of the non-board committee members shall be for four (4) years and shall commence on the first day of the month following the Board's approval of their appointment. Non-board committee members may serve consecutive full four-year terms if approved by the Board.
  3. Non-board committee members may be removed from the committee by the Board for nonperformance of their duties.
- C. The Strategic Alliance Development Committee shall be a standing committee responsible for developing a strategic alliance plan and the projected costs of the plan. The strategic alliance plan shall include developing and maintaining an ongoing relationship with Board approved strategic partners to include but not limited to the United States Congress, the United States Executive Branch to include but not limited to the USDA, the State of Missouri Legislature, the State of Missouri Executive Branch to include but not limited to the Governor, the Governor's Office, the Missouri Department of Agriculture and the Missouri Department of Economic Development, the University of Missouri and Missouri State University. The Strategic Alliance Plan may include resources from grants, endowments, strategic partner's in-kind contributions and other funding sources. The strategic alliance plan and its projected costs must be submitted simultaneously to the Board for budgeting and approval. The Board shall establish a budget consisting of expenditure categories with line item expenditures that shall support the plan as approved by the Board. After the Strategic Alliance Development Plan and its budget have been approved by the Board, the Strategic Alliance Development Committee shall insure that at no time expenditures exceed any one category item of the budget as approved by the Board, that at no time expenditures

exceed the total budget as approved by the Board and that the Board approved strategic alliance development plan is generally followed. In the event the Strategic Alliance Development Committee determines that a change needs to be made to the approved marketing plan and or marketing budget, the Marketing Committee may recommend such changes to the Board for its approval. In the event the Strategic Alliance Development Committee determines that a change needs to be made to the approved research, education and outreach plan and associated budget, the Technical Committee may recommend such changes to the Board for its approval.

1. The Strategic Alliance Development Committee shall be made of no more than 12 members. They shall be the Chair of the Board, the Chair of the Strategic Alliance Development Committee, 3 or 4 additional members of the Board as appointed by the Board Chair, and up to 6 non-board members as shall be recommended by the Strategic Alliance Development Chair and the Board Chair and approved by a vote of the Board. The executive director shall be a non-voting member of the Strategic Alliance Development Committee. The Chair of the Board shall submit to the Board for its vote and approval the names of those who will serve as the non-board members of the Strategic Alliance Development Committee. The Chair of the Strategic Alliance Development Committee may make recommendations to the Chair of the Board of which Board members to appoint to the Strategic Alliance Development Committee. A member of the Board may serve on either Marketing Committee or Technical Committee and also the Strategic Alliance Development Committee.
2. Terms of the non-board committee members shall be for four (4) years and shall commence on the first day of the month following the Board's approval of their appointment. Non-board committee members may serve consecutive full four-year terms if approved by the Board.
3. Non-board committee members may be removed from the committee by the Board for nonperformance of their duties.

*Section 2. The Chair of the Board shall designate and appoint additional committees the Chair deems necessary.*

The final designation and appointment of any standing committees other than as set out above will be contingent upon the vote and approval of the Board.

## **Article IX. Limitations of Liability – Board and Individual Members**

No individual Board Member acting with authority may incur financial obligations in any matter. Any financial claims of liabilities against any Board Member acting with Board authority shall be disclaimed. The members of the Board shall not be responsible collectively or individually in any manner whatsoever to any person or persons for errors in judgment, mistakes, or other acts either of commission or omission except for their own individual and personal acts of dishonesty or other acts of a criminal nature, and no person shall be held responsible individually or collectively for the criminal act of any other member of the Board. Any liability of an individual member of the Board shall be separate and not joint, and no members shall be liable for the default of any other member.



## **Article X. Amendments**

The Board may repeal or amend these by-laws, or any part thereof, or adopt new or additional by-laws by a two-thirds (2/3) vote of the voting membership in the presence of a quorum, after five (5) days written notice of a vote to change the by-laws. Such amendments to the by-laws may, in the alternative, be requested by mail or e-mail ballot and will become effective if two-thirds (2/3) of the voting members of the Board return an affirmative vote on the proposed changes to the by-laws. No proxy votes will be allowed.