

Except for initial representation on the BOD, Board members will serve staggered terms. Should a Home Governing Committee member who is on the BOD have their term expire prior to the end of the BOD service period, that member shall continue to serve on the Home Governing Committee until the BOD term is up, upon which the member will stand for re-election except as outlined in Article III, Section 2 (Election and Term of Office).

Section 7: *Emeritus Members*

AMMA)PNF Governing Committee may, as they deem appropriate, appoint prior)PNF Governing Committee members to the position of Emeritus Members who will have all the privileges of regular)PNF Governing Committee members except they will not be able to vote as a regular)PNF Governing Committee member except in those instances where they carry a proxy from a regular)PNF Governing Committee member. Emeritus Members will serve at the discretion of the)PNF Governing Committee.

ARTICLE III: OFFICERS OF THE HOME GOVERNING COMMITTEE

Section 1: *Duties of Officers of the Home Governing Committee*

Subsection 1: Chairperson of the)PNF Governing Committee

The Chairperson shall consult with and assist the AMMA to coordinate activities of the Fmkc Governing Committee assist in the preparation of agendas, and participate in the selection and review of the AMMA.

Subsection 2: Vice-Chairperson of the)PNF Governing Committee

The Vice-Chairperson shall assist the Chairperson and the AMMA in preparation of agendas and coordinating activities of the)PNF Governing Committee. The Vice-Chairperson also will take the place of the Chairperson if the Chairperson is not able to attend a meeting.

Subsection 3: Secretary of the)PNF Governing Committee

The Secretary of the)PNF Governing Committee shall provide each Advisor with written notice of regular or special meetings as provided in the bylaws, shall take and distribute the minutes of the meetings, and keep required records of all proceedings of the)PNF Governing Committee. The Secretary is responsible for ensuring that relevant notes from)PNF Governing Committee meetings are provided to the general membership, as well as, supervise elections.

Section 2: *Election and Term of Office*

Subsection 1:

Officers of the)PNF Governing Committee shall be elected to a two-year term by a majority vote of the)PNF Governing Committee. Officers shall serve either until the two-year term is expired, resignation is tendered or they are recalled. The Vice Chair would automatically succeed the Chair in the event of the Chair's resignation or for any other inability to perform his duties.

Subsection 2:

The outgoing Chairperson shall automatically retain his/her seat on the Home Governing Committee for two years as Past Chairperson, so long as he/she is active as a member of the AMMA.

ARTICLE IV: MEETINGS OF THE HOME GOVERNING COMMITTEE

Section 1: *Regular Meetings*

There shall be one regular meeting annually of the Home Governing Committee. It shall coincide with the annual AMMA Conference if one is held. Otherwise, another meeting date shall be scheduled. All measures voted on at any meeting of the Home Governing Committee can be passed by a simple majority vote of those votes present. An American Meadmakers Association representative must also be present.

Section 2: *Committee Meetings*

Meetings of the various committees of the Home Governing Committee may be called at any time, or at the request of the AMMA, (meetings may take place via telephone conference or electronic meetings). Committee members shall be given a minimum of one weeks notice prior to the meeting. Minutes of these meetings shall be recorded and a written report submitted to the AMMA and the Chairperson of the Home Governing Committee within 30 days of the meeting. In some circumstances, committee members may also include AMMA members not on the Home Governing Committee.

Subsection 1: Committees

The Chairperson of the Home Governing Committee and/or members of the AMMA may initiate the formation of committees to focus on specific areas of concern or interest to the AMMA. The committees shall be staffed on a voluntary basis. A written report on the proceedings of committee meetings shall be provided to both the Chairperson of the Home Governing Committee and the AMMA within 30 days following the meeting. Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of the bylaws concerning meetings of the Home Governing Committee.

Subsection 2: Executive Committee

An executive committee consisting of the Chairperson, Vice Chairperson, Past Chairperson of the Home Governing Committee and AMMA director shall work together to coordinate activities of the Home Governing Committee.

Subsection 3. Committees may be formed, at the direction of the Chair, in order to pursue activities deemed necessary.

Section 3: Special Meetings

Special meetings of the Home Governing Committee may be called by the President of the AMMA, Chairperson of the Home Governing Committee or any four members of the Home Governing Committee. Written notice shall be given of the meeting date, time and place at least one month prior to the meeting. Telephone conference calls may constitute a special meeting with 7 days notice. If a majority of the entire Home Governing Committee carries the vote with a quorum voting, the motion may be passed without regard to the remaining votes.

Section 4: *Electronic Representation*

On-going electronic (email) discussions will constitute an on-going meeting. Participation in the email discussions constitutes participating in the meeting. Votes will be called for by the Chairperson, or in his/her absence the Vice-Chairperson. A period of seven days may lapse for the return of votes to be counted. A vote is carried by the appropriate majority of the voting quorum. A vote is carried by a Simple Majority. If a majority of the entire Home Governing Committee carries the vote with a quorum voting, the motion may be passed without regard to the remaining votes.

Section 5: *Alternate Communication*

Each member of the Home Governing Committee may assign a proxy for their vote to any other member of the Home Governing Committee to represent that individual in case of any absence at any given meeting, regular, special or electronic, or for a specified period of time. Such proxy shall be written, (email authorization permitted) specify the meeting/event/duration for which granted, and be all encompassing in it's authority on any issue, except as noted in the written proxy, for the duration of any such specified meeting. Any such proxies shall be presented to the Chair at the earliest opportunity at the commencement of said meeting or period prior to any voting.

ARTICLE V: QUORUM

Section 1. *Quorum*

A majority of the Home Governing Committee's votes shall constitute a quorum. If a quorum is not present at any regular or special meeting of the Home Governing Committee, a majority of Advisors present may adjourn the meeting without further notice. For electronic meetings a quorum is a majority of the Home Governing Committee as indicated by the votes received.

ARTICLE VI: AMENDMENTS

Section 1. *Amendments*

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds vote of the full Home Governing Committee. Upon the request of any two members of the Home Governing Committee, a single 20-day waiting period shall be imposed. Any proposed amendment shall include a fully written subsection. No article or subsection may be amended more often than once every twelve months.

