



North American Sommelier Association

BYLAWS

NORTH AMERICAN SOMMELIER ASSOCIATION

ASSOCIATION STATUTE, RULES & REGULATIONS

(Approved by the assembly with signed vote on August 31st 2011)

ART. 1 - CONSTITUTION

The association (NASA) is established in Los Angeles, CA with address 3960 Redwood Ave, Los Angeles, CA 90066 for an indefinite period of time, with the name "**North American Sommelier Association (NASA)**" as a regularly incorporated California non-profit organization.

Referred to from this point onwards as 'Association'.

The area of jurisdiction of the Association is the State of California, USA.

The Association is part of the World Wide Sommelier Association (WSA) and has the exclusive right to utilize their educational programs, materials, curriculum and resources, therefore following the same bylaws of all WSA member associations. It officially and exclusively represents the AIS (Associazione Italiana Sommelier) and their marks in the entire territory of North America.

ART. 2 - SOCIAL PURPOSE

A non-profit Association whose primary purpose is to provide education, training and consultancy related to the profession of the Sommelier, as well as to enhance the culture of quality wine in & outside the restaurant. It will therefore operate in every business, cultural, educational and publishing areas to propagate the awareness and consumption of quality wine and other alcoholic beverages. It will qualify personnel operating mainly, but not only, in the market of food and wine in the entire territory of North America (United States, Canada, Mexico), taking care directly for the appropriate professional background, training and qualification of the Sommeliers and teaching staff. The ultimate purpose of the association is to provide a networking, cultural, educational and professional platform that serves as an asset to all its members, both wine industry professionals and aficionados alike.

ART. 3 - ACTIVITY

To attain its objectives, the Association will undertake the qualification of professional Sommeliers in harmony with the Rules and Bylaws of the WSA headquarters (Rome, Italy).

For its commitment to cultural diffusion of quality wine, spirits, liqueurs, mixed drinks, food&wine pairing and olive oil, the Association will be sponsoring publications, seminars, demonstrations and workshops as part of various courses of professional qualification, with particular regard, but largely not limited to, the productions of Italy. The Association will also undertake the task of continuous upgrading of culture and qualification for its members,

through in-depth seminars and courses on topics related to wine, food and the restaurant business. The Association will also promote, directly or in collaboration with other associations and institutions, public and private events, as well as every action deemed appropriate and / or necessary to the achievement of its social goals. It will promote the introduction of its teaching in schools, institutes and extra-curricular programs across North America.

ART. 4 – HERITAGE

The Association is not founded for profit. It's livelihood is obtained through self-financing by its members and / or contributions from public and private institutions, as well as sponsorships and margins created through events, seminars and courses. The Association's assets are represented by:

- a) Portions of compulsory dues paid annually by members of the Association itself
- b) Income from qualification courses for Sommeliers;
- c) Income from the rendering of public/private services and the development of activities, including commercial activities to the extent permitted by its bylaws;
- d) Donations, contributions, sponsorships provided by public and private institutions.
- e) Any fees planned and approved by the supreme Executive Council & secondary Board Of Directors. Profits, surpluses, funds, reserves, capital of the Association can not be distributed to members in any way, either as dividends, profit or otherwise, except in cases where their disbursement or distribution is imposed under State law. Funds may be disbursed to members for the rendering of professional services. If the relationship with the Association were to cease for any reason, the member may not claim a refund of dues or contributions.

ART. 5 – MEMBERSHIP

All members who are resident in the territory of North America and are current with their membership dues are admitted to the North American Sommelier Association. The quality of the member may fail for the following reasons:

- Failure to pay the membership fees;
- Resignation;
- Failure to comply with statutory rules and regulations, which will result in expulsion.

ART. 6 – CATEGORIES OF MEMBERS

The members of the Association must reside and work in the UNITED STATES, CANADA or MEXICO and may be either/or American citizen or foreign citizens. The Association consists of the following categories of members, all subject to statutory rules and ethics:

A) **Sommelier** (silver pin) or **Gold-Pin Sommelier** (gold pin):

A 'Sommelier' is whomever has completed the full course and passed the final exam, carried out with the curriculum, standards and didactic of the North American Sommelier Association and based upon the methods and marks of the WSA (Worldwide Sommelier Association) and the AIS (Associazione Italiana Sommelier).

A '**Gold-Pin Sommelier**' is whomever fits the criteria and meets the requirements of said category as outlined on the attached 'addendum #1' of this Statute.

B) **Friend of Sommeliers:**

He who has started and not completed, the full 3-phase 'Certified Sommelier course' and those who intend to be part of the Association's activities regardless of their certification status.

C) **Honorary Sommelier:**

Those who, for reputation, skills and experience, have worked with success & recognition in the wine & food industry and who, while not working in this field, have been particularly constructive & receptive towards the work done by the Association. The 'honorary sommelier' shall be exempt from the payment of dues. The honorary sommeliers have no right to vote.

D) **Supporter / Sponsor:**

The person or entity/company which shares the cultural and educational aims of the association and provides services, material and/or payment of a sponsorship fee with the purpose of aiding the growth and expansion of the Association and its members. All are entitled to attend meetings. The sommeliers, professional sommeliers and friends of sommeliers have the right to vote. The honorary sommeliers have no right to vote.

ART. 7- GOVERNING BODIES

The governing bodies of the Association are:

A) **Assembly.**

The Assembly is the sovereign body of the Association and consists of all members belonging to the categories of Article 6 that are current with their yearly membership dues. The Assembly elects the 'Executive Council' and the 'Auditor'. The Assembly meets once a year, with communication of meeting sent via email at least 30 days before the date.

It is the Assembly's duty to:

- Elect the Executive Council every four years;
- Provide guidance and vote regarding the implementation of social goals;
- Approve the report of the President;
- Amend the statute, if convened for that purpose;
- Decide, if necessary, on the dissolution of the Association
- Present any other matter/suggestion to the Executive Council

The decisions of the meeting will be valid on the first call with the presence of at least half of the members. If a second call is required, the vote valid will be the majority of whatever the number of members present, having right to vote. Decisions are taken by simple majority, except those relating to statutory changes, for which a unanimous vote is required. Each member counts for one vote. The meeting is chaired by the President or in his absence, by the Vice-President. The assembly is convened:

- At least once a year to approve the report of Chairman of the Board of Directors;
- On the initiative of President or at the request of at least four members of the Council;
- When prompted by the majority of the members entitled to vote;
- When it is deemed necessary by majority to elect a new President;
- When it is necessary to replace the President, who is deemed no longer able to perform his duties.

All officers/directors expire along with the President & Vice President every **4 years**.

B) **Executive Council**

The Association is supremely governed by an elected Executive Council consisting of the **President, Vice-President and 3 elected Counselors**, who must be either Sommeliers (silver pin) or Gold-Pin Sommeliers (gold pin). The Council remains in office with the President for the duration of 4 years, renewable by the majority vote of the Assembly. If an appointed member of the Council were missing, the President will proceed to his/her replacement. The Council shall

meet at least every quarter (4 times a year) and in extraordinary session whenever the President deems it necessary or when it has received request from the majority of the Assembly (members). The Council will be summoned via email at least 20 days before the meeting. In urgent cases the term of call may be reduced to three days. The Council is chaired by the President or in his absence, by Vice President. For the validity of the resolutions of the Council the presence of majority of the Directors is required. At the beginning of the meeting, the Council shall summon the Secretary General who shall record the minutes of each meeting. The minutes will be sent via email to all members of the Council, Board of Directors and Assembly.

The Council's tasks are to:

- Determine the political direction of the association;
- Plan the program and goals of the association;
- Prepare the budgets and accounts to be approved by the Assembly on the yearly meeting, or if necessary as required;
- Decide on the possible motion of no confidence towards the Board of Directors that, if approved, is obliged to resign;
- May submit proposals to the Assembly for the amendment of the statute;
- Establish the annual dues;
- Issue and change the regulations implementing this statute and the electoral rules, proposed by the Board of Directors;
- Perform all other duties of management & execution prescribed by the statute.

The EXECUTIVE COUNCIL can, per majority vote (3/5), override the BOARD OF DIRECTORS.

President:

Is legally binding in relationships, assets and liabilities, with third parties and in court. He presides the Executive Council. In his absence, he is replaced by the Vice-President.

C) Board Of Directors

The Board Of Directors is **nominated** by the Executive Council and essential for the management and operation of the Association's activities. It is permitted for a member of the Executive Council to also occupy a position in the Board of Directors. The Board of Directors is obliged to report directly to the Executive Council and attend meetings whenever summoned. Each officer of the Board of Directors may be replaced upon majority vote by the Executive Council if he/she is deemed unable to fulfill his/her duties. Each Director is obliged to carry out his/her specific duties in accordance with the specifications of his/her position. The Board of Directors consists of seven (7) officers who must be within the Sommelier (silver pin) or Gold-Pin Sommelier (gold pin) category :

- Secretary General
- Treasurer
- Events & Service Manager
- Public Relations & Marketing Coordinator
- Director of Education
- IT Director
- Content Creator

Secretary General is in charge of communications, reporting and recording between the Assembly and the Executive Council as well as the drafting and distribution of minutes. The Secretary General will be the main link between the members and the Executive Council. He/she is obliged to attend all meetings of the Executive Council. The Secretary General has right of signature on any and all documents regarding the association and is contingent to the President and Vice-President's directives.

Treasurer is in charge of accounting. He/she will supervise, report on, draft and manage the Association's finances and monetary assets. He/she reports directly to the President & Vice-President on any issues, details and/or management of money. Tasks include the management of bank accounts, disbursement of checks, invoice processing and management of membership dues.

Events & Service Manager is the person in charge of the planning, creation, management and communication of any and all public/private events of the Association. These events may include tastings, seminars, recreational & networking events and more. He/she is also responsible for the formation, coordination and management of a 'Sommelier Service Team', who will provide private/public/in house Sommelier service for any and all events, courses, seminars or meetings, whenever deemed necessary by the Board of Directors.

Public Relations & Marketing Coordinator is responsible for any and all contacts from and to the outside press, promotion agencies and marketing entities. He/she will be responsible for the management, coordination and creation of any and all marketing packages, promotional campaigns, publicity, advertising and public relations initiatives with the outside public. The goal of the PR & marketing Coordinator is to promote the Association and its activities, generate interest, gather new members, advertise events & courses and maintain communications with any and all advertising agencies. The tools at his/her disposal shall be both personal as well as those of the Association (mailing lists, contacts, website etc...). He/she shall be responsible for the creation of a marketing plan for the Association and its activities with approval by the Executive Council and consequent disbursement of finances necessary for his/her initiatives.

Director of Education is responsible for the management, coordination and oversight of any and all course material, curricula, didactics and qualification of Sommeliers both for seminars and full courses / mini courses. He/she shall adhere to the curriculum and specifics of the AIS (Associazione Italiana Sommelier) and will be responsible for the formation and examination of the teachers within the Association as well as the management of the examination related to the publicly offered seminars, mini courses, master classes and full Sommelier courses. It is the full and sole responsibility of the Director of Education to oversee the quality control and correct operation of anything related to education that the Association will undertake.

IT Director is responsible for the management, coordination and oversight of any and all electronic and online assets such as the association website, twitter, facebook etc...

Content Creator the person responsible for the creation of electronic media for use by the Association. Photos, videos etc...

The **Auditor** is elected by majority vote of the assembly (members) and is called to witness on behalf of the Assembly & express an opinion on the balance sheet, finances and budgets of the Association. He/she will exercise a supervisory role. The Auditor shall be elected every four years by the Assembly and is a member chosen in the category starting from 'Aspiring Sommelier'. He/she will be responsible to review and audit any budgets, balances or minutes upon written request by more than 1/3rd of the Assembly.

ART. 8 – RIGHTS OF MEMBERS

All members are entitled to participate in the Association's activities, events and initiatives. Members are entitled to vote on resolutions that have been delegated by the Assembly.

ART. 9 – DELEGATIONS/CHAPTERS

'DELEGATIONS' or 'CHAPTERS' are regulated and governed by the rules & regulations set forth in the attached 'Addendum #2'. Assemblies and meetings of the governing bodies do not accepted proxies of any kind.

ART. 10 – FINANCIAL STATEMENTS AND SHARES

The membership fee is determined each year by the Executive Council. Preliminary and final budgets are managed by the Treasurer, overseen by the Auditor and approved annually by the Assembly. Each fiscal year lasts one year (12 months) coinciding with the calendar year. The budget is communicated to all the members for review and information.

ART. 11 – LOSS OF STATUS

The member status is lost by death, resignation, loss of civil rights, non-payment of dues or expulsion.

ART. 12 – DISCIPLINARY ACTION

If the member incurs in a breach of the statute and regulation, he/she will be submitted to disciplinary proceedings, initiating the necessary investigation and decide by the majority vote of the Executive Council. The disciplinary provisions are:

- 1) admonition relating to the specific misconduct
- 2) fine, two to twenty times the membership fee to be paid to the association;
- 3) suspension from the qualification of sommelier for a period of not less than three months and not exceeding one year;
- 4) expulsion by the Association, in which case the member is not entitled reimbursement of dues and must return his badges and pins.

ART. 13 – OFFICERS & STAFF

Each officer has an unpaid social mandate, with the obligation to fulfill it. The Executive Council may order reimbursement of expenses for activities conducted on behalf of the Association upon approval and submission of receipts and expense reports. The Executive Council may employ extra staff, as needed. (receptionist, webmaster, etc...) upon approval of budget by the Board of Directors.

ART. 14 – DISTRIBUTION OF PROFITS

Profits, surpluses, funds, reserves, capital of the Association may not be distributed to members in the form of dividends or otherwise but must be reinvested into the Association's activities, initiatives and/or public/private services.

ART. 15 – VOTING IN DECISIONS

The Association members and members cannot vote in matters that personally concern them.

ART. 16 – FORBIDDEN ACTIVITIES

The members undertake not to engage in activities contrary to or in competition with the Association and its goals. The member who incurs such failures will be reported to the Executive Council who will decide upon disciplinary action (art. 12). Nobody is allowed to use the NASA association name and logo without the prior written approval of the Executive Council. Nobody is allowed to use the means, material, curriculum and programs of the Association as well as anything related to the AIS (Associazione Italian Sommelier / Italian Sommelier Association) (educational material, books, handouts, logo, name...) for their own purposes without written consent of the Executive Council of NASA.

ART. 17 – PRESIDENT

The 'President' must be a Gold-Pin Sommelier.

Rule 9.1 – Election

The President is elected every four (4) years by means of free and secret vote cast by all the members current with the payment of membership dues. The Assembly for the election of the President is held at the headquarters of the Association or at another location if deemed appropriate by the Executive Council in the territory of the region, after January 15th of the expiration year. If it expires before the natural end the meeting should be convened without

time constraints. The Assembly's call for the renewal of the President shall not be subject to further delays. Candidates for the office of President must be professional sommelier (gold pin) and shall communicate in writing (email) to the outgoing President their willingness 15 days before the date of the elective assembly. The Executive Council, not later than 5 days after such period, can approve or reject the application if it is not made according to the rules. The names of candidates, listed in alphabetical order (with name, date and place of birth, occupation) will be sent via email to all the current members. On the day of the election, an electoral Commission of volunteers will:

- Get together to set up the voting process;
- To create the voting booths or spaces, so as to ensure privacy voting;
- Prepare the ballot box;
- Identify the voter transcribing the details of the identity card (card ID, driver's license or passport) beside his name on the electoral register;
- To deliver the card to the voter after the same has affixed his signature on the electoral register, next to his name;
- Ensure that the card is inserted in the urn;
- At the end of polling, the Electoral Commission shall verify and to counting of the votes, opening the polling station to the public, which has the right to be present without interfering with the operation of counting.
- The President of the electoral committee shall immediately send by fax or e-mail to the Secretary a copy of the report containing the results of the examination.
- the Secretary will then notify all the members and the newly elected President.

Voting occur simultaneously at all locations starting at 11:00am, unless otherwise provision of the Assembly, and polls closed at 6:00pm. The election results will be collected in the register of the Assembly, an extract of which, containing the results and signed by members of the polling station, should be sent to the World Wide Sommelier Association secretary not later than 15 days after the election. All the elected Officers (Counselors, Vice-president, Auditor) are subject to the same electoral rules.

Rule 9.2 – Competences

The President chairs the Executive Council and represents the Association against third parties in legal proceedings. He / she has overall responsibility for the management and smooth functioning of the Association. The President has the signature of social acts that commit the Association in respect of members and others. The President may delegate his duties to one or more directors.

Rule 9.3 – Replacement

If the President, by uncontrolled events or gross negligence, is not able to fulfill his mandate, he will be removed from office on the proposal of the remaining members of the Executive Council. In this case, it will launch new elections without delay and take the steps necessary to ensure the continuity of membership and operations by appointing a Commissioner.

ART. 18 – VICE-PRESIDENT

The Vice-President must be either a sommelier or a Gold-Pin Sommelier and he/she is elected by means of free and secret vote cast by the members and sommeliers current with the payment of membership dues, at the same time of the election of the President. Candidates for the office of President shall communicate in writing (email) to the outgoing President their willingness fifteen days before the date of the elective assembly. If the vice-president, to prevent or gross negligence, was not able to fulfill its mandate, will be removed from office on the proposal of the Executive Council and a temporary vice-president will be named until new elections (presidential elections every 4 years).

ART. 19 - BRANCHES

The Association is divided into branches, or delegations, which usually correspond to the territory/city of each province, with the exception of Los Angeles which remains the central governing delegation of the entire Association. Each delegation is led by a delegate who is appointed by the Executive Council. Each delegation will be composed of at least 1 Sommelier. The zoning is decided by the Executive Council, proposed by the President. Each delegation will have to organize and articulate the activities of the association on its territory. The delegation may have a council consisting of members of the delegation itself. The Executive Council may collaborate and help with the delegation activities. If a delegate, to target prevention or gross negligence, was not able to fulfill its mandate as specified by the Executive Council, the President will take the appropriate steps to ensure the continuity of associative activity in the delegation, naming a new delegate, heard the opinion of the Executive Council.

ART. 20 - DIRECTORS

The Association will have Directors for the most important activities such as: education, sommelier services, public relations, finances, secretarial duties etc...Directors will be appointed by the President, after consultation with the Vice-president and the Executive Council. The Directors compose the 'Board Of Directors' and have right to vote at meetings when summoned by the Executive Council.

ART. 21 - DOCUMENTATION AND VERIFICATION OF ELECTIONS

The documentation of the elections must be retained by the Secretary General for a period of five years.

ART. 22 - BUDGET

The annual accounts of the Association shall begin on January 1 and ends December 31. For each year, the Council will establish a Financial Statement, accompanied by an explanatory memorandum. The budget of the association is communicated regularly to the Assembly and can be consulted by all the members.

ART. 23 - COMMITTEES

The Council may appoint one or more extra-ordinary committees of an advisory nature whose functions will be shown from time to time and depending on the necessities.

ART. 24 - AMENDMENTS TO THE STATUTE

The proposed amendments to the Statute may be submitted by the Executive Council or by at least one third of the members entitled to vote. In this case, the Executive Council will convene a meeting within three (3) months after submission of proposals for amendment of the Statute. To amend the Statute a first call is required of which majority is considered a vote of at least two thirds of the members present. If two thirds are not reached, a second call will be required resulting in a regular majority vote of the members present at this call.

ART. 25 - DISSOLUTION OF THE ASSOCIATION

The dissolution of the Association is approved by the extraordinary two-thirds majority of those entitled to vote (Assembly) at the first call and second call of half plus one of the members present and eligible to vote. In case of dissolution of the assets will be donated to other associations with similar purposes or for charity purposes.

ART. 26 - CONTROL & INSPECTION OF THE WORLD WIDE SOMMELIER ASSOCIATION (WSA)

The Association is subject to the inspection, control and oversight of the World Wide Sommelier Association.

ART. 27 - RULE


For matters not covered in the present Statute, please refer to the rules of the Civil Code and other applicable California State laws or US Federal laws.


ART. 28 - ENTRY INTO FORCE

Statutes and Regulations come into force at the moment of their approval by the Assembly or lack of contest after a period of 2 weeks after its presentation / distribution to the Assembly.

Approved by the founding Executive Council & Board Of Directors


DIEGO MERAVIGLIA


August 31, 2011
Nina R. Sventitsky


ALESSIA BOTTORI



North American Sommelier Association

ADDENDUM TO STATUTE - 'GOLD-PIN' CERTIFICATION CRITERIA

(approved by the Executive Council & Board of Directors per vote on September 12th 2012, Los Angeles)

The North American Sommeleir Association's seating Executive Council & Board of Directors has determined on this day, September 12th 2012, the set requirements, criteria and regulations governing the qualification & certification within the association, of the '**GOLD-PIN SOMMELIER**' category.

It is hereby determined that, in order for an individual to *submit the request* for the 'Gold-Pin Sommelier' certification, such individual must :

- be a current NASA member with no outstanding monetary dues,
- be a WSA/AIS Sommelier (silver-pin) or level-3 CMS or level-4 WSET,
- have attended and passed the examination for NASA 'MASTER TASTER',
- have attended and passed the examiantion for NASA 'MASTER OF SERVICE',
- have a minimum of five (5) years as a professional in the following wine related sectors :
Sommelier in restaurant / hospitality, sales (import/distribution), wine journalism & media, winemaker and/or viticulturist, wine marketing and/or PR, wine associations, wine teaching, wine consulting,
- present a minimum of three (3) reference letters from 3 different sources regarding his/her wine -related endeavors.

Such request needs to be submitted to the presiding *Director of Education* by written letter or electronic mail, who will in turn review the criteria and if in line with the above requirements, will call a Board of Directors meeting for evaluation of said request. The Board will evaluate, deliberate and vote on the acceptance or rejection of such requests.

It is hereby declared that a submission of request for 'NASA Gold-Pin Sommelier' certification does not guarantee said requests' acceptance. The North American Sommelier Association's Board of Directors retains the right to reject any request as deemed appropriate.

If approved, the submitting individual will receive a written communication by the presiding President regarding the Board's decision, along with his/her certificate and gold-pin.

It is hereby determined that this addendum entirely replaces any previous rules, regulations, requirements or guidelines regarding the 'Gold-Pin Sommelier' certification and is independent from the requirements upheld by the AIS (Associazione Italiana Sommelier), WSA (Worldwide Sommelier Association), or any other external entity.

Nina Sventitsky

Nina Sventitsky, Secretary General September 16, 2012



ADDENDUM TO STATUTE - 'CHAPTER DELEGATE DEFINITION' + 'TEACHER SELECTION REGULATIONS & PROCEDURES'

(approved by majority Executive Council per vote and signature on MAR 25th 2013, Los Angeles)

The North American Sommelier Association's seating Executive Council has determined on this day, March 25th 2013, the set requirements, criteria, duties & responsibilities, rights and regulations governing the qualification, selection and procedures of the '**CHAPTER DELEGATES**' and the '**QUALIFIED TEACHERS**'.

CHAPTER DELEGATES

It is hereby determined and defined that, a '**NASA CHAPTER DELEGATE**' is an individual selected and nominated by the conjunctive decision of the North American Sommelier Association's President and Vice President and whom possesses the goodwill to represent the North American Sommelier Association and all its products, materials and identifying marks within a particular defined area (such as a city, county or district), heard the opinion of the Executive Council.

Said 'delegate' will be :

1. Working closely and exclusively with NASA's Director Of Education for all matters concerning the regulation, management, organization and completion of any and all courses, seminars and/or educational events that bear the name of the North American Sommelier Association and that are offered to the public (members or non-members) within the delegate's district, city or county of representation.
2. Reporting directly to the NASA President and, in his/her absence, to the Vice President.
3. Following the same statute and rules that are published for the entire North American Sommelier Association and its bylaws. All logos, material, product names, trademarked material must be used in conformity with the permission and regulations of NASA.
4. Carrying out his/her actions with the integrity, pride and professionalism that distinguishes the North American Sommelier Association and must wear the association's uniform in ALL official events.
5. Representing the name, image, best interests, mentality and goals of the North American Sommelier Association with his/her territory of jurisdiction.
6. Consulting the President and Vice President of NASA regarding any and all operational, financial & promotional decisions, actions or initiatives that carry the name and/or the marks of the North American Sommelier Association. He/she will operate in close contact and cooperation with NASA's Executive Council for the growth, improvement, continuation and successful operation of his district of competence.
7. Represented on NASA's website with a photo and title.

Moreover, a 'Chapter Delegate' :

- A. Must represent all official products of the North American Sommelier Association within his/her district.

- B. Must adhere to the decisions and directions of the Association's governing hierarchy (Executive Council : chaired by the President and Vice President of NASA)
- C. Cannot override the goodwill or refuse cooperation with NASA's Executive Council and the decisions or instructions originating from such governing body.
- D. Is not *required* to be a qualified NASA teacher or Sommelier
- E. Does not bear the consequential right to teach because of his/her position and the two duties are to be considered distinctively separate.
- F. Will be fairly and justly remunerated for his/her efforts (based on available budget) for the management, organization, sales and coordination of any and all events, courses and/or seminars of the North American Sommelier Association that take place in his/her district of competence.
- G. Can be relieved of his/her position by majority vote of the Executive Council should the circumstances arise and notified by written letter from the North American Sommelier Association's presiding President. Said delegate can appeal to the decision by written declaration upon which the Executive Council will call a meeting of the Board Of Directors to review the appeal and proclaim a final verdict on majority vote. No appeal of this final verdict is permitted and the decision is to be considered definitive.
- H. Will be consulted by the President, Vice President or Director of Education regarding any and all matters concerning the operations and functioning of his/her district.
- I. Can be reviewed for disciplinary action by the Executive Council of the North American Sommelier Association upon receipt of more than 50% signatures of the current active members belonging to said delegate's district of competence. The members can present a written and signed request of disciplinary review to the North American Sommelier Association's President via email or regular mail, upon which a meeting of the Executive Council will be called and a verdict per majority vote will be reached and issued.

QUALIFIED TEACHERS

It is hereby determined and defined that, a '**NASA TEACHER**' is an individual that has undergone and successfully passed the required courses and examinations necessary to bear the qualification of 'TEACHER' within the North American Sommelier Association. Said requirements are :

- A. Certified WSA/NASA/AIS Sommelier *or (WSET Diploma, CMS Advanced, SWE Certified Wine Educator)*
- B. Master Taster NASA

Upon the successful completion of the above stated certifications the individual must present a written request to the presiding Director Of Education of his/her goodwill to teach and list the specific topics (regions, subjects, lessons) that he/she desires to teach, together with a full powerpoint/PDF presentation of the subject/topic requested and an updated resume' of the individual's experience, qualifications and skills.

It is hereby determined that the final decision of admittance in the list of NASA Teachers is the sole responsibility and duty of the presiding Director Of Education. Upon review of the individual and the subjects/topics requested by said individual, the Director Of Education will proceed to enter the name of such individual in the archived master list of qualified and approved teachers of the North American Sommelier Association.

Upon entry into the list of teachers, the individual will be considered and hired based on each single occasion and circumstance by the North American Sommelier Association's Director Of Education, who retains the sole responsibility and duty to determined which individual to hire for all courses, classes or educational seminars offered by NASA and bearing its marks. The presiding Director Of Education will select the teachers for each course/seminar/ educational event based on but not limited to the individuals' : availability, qualifications, experience, skills, goodwill, student/member feedback, chapter delegate preferences and requests, disciplinary factors and/or meritocracy, all at the discretion of the Director Of Education.

It is hereby understood and mandated that said decision and selection on behalf of the Director Of Education cannot be overridden, debated or challenged and the hierarchy of the North American Sommelier Association's governing body respected. Any approved/qualified teacher can present a written complaint if he/she has objections to the North American Sommelier Association's presiding President. Upon receipt of such letter, the President of NASA will call an Executive Council meeting to assess the complaint and reach a verdict by majority vote. The Executive Council can

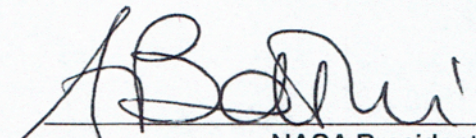
hence override the decision of the Director Of Education if such received complaint is deemed appropriate, or dismiss it. A written response by email will be sent to the party filing the complaint.

PROPRIETARY PRODUCTS

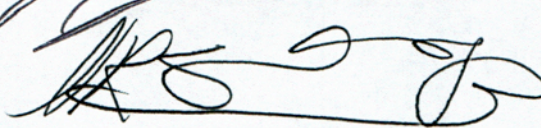
Qualified/Approved teachers are authorized and encouraged to develop and create proprietary "products" (projects, master classes, courses, seminars, events...) that must be presented to the Director Of Education for approval. Upon receipt of the full content, material, syllabus, program and curriculum of said product, including the proposed sample powerpoint presentation to be utilized for said project, by the Director of Education, a meeting of the Board of Directors will be called to review and reach a verdict by majority vote on the refusal or approval of said educational product. If denied, the Director Of Education will advise the individual of the reasons surrounding the decision. If approved, the product will be included in the official list of educational products offered throughout the chapters of the North American Sommelier Association. The proprietary individual will retain the priority & preferential right to teach the product in question and will work closely with the Director Of Education to constantly improve, tweak, promote and manage said specific product. NASA will work closely with the proprietor to schedule the product on dates when the proprietor is available, as much as reasonably possible. NASA's governing body retains the right and final decision on when to schedule said product across its chapters. Should the proprietary individual not be available to teach his specific scheduled product, NASA's Director of Education will assign a substitute teacher in the interest of the continuance of the scheduled products (courses, seminars, master classes, events).

Qualified NASA teachers that create proprietary products are responsible for the compilation of the product's material (handouts, book, course/text book, didactical material, powerpoint presentation, etc...) and can request remuneration for such a service, pending approval of the Executive Council. Said material must be reviewed and approved by the Director Of Education, to ensure that NASA quality standards and procedural standards are upheld and maintained. Powerpoint presentations may also be submitted in non-editable PDF format. Upon the final completion and determination of the product's "text book / handout", NASA will agree with the proprietor on a fixed price per copy of said book/handout. The proprietor will retain the copyright and proprietorship. NASA will purchase from the proprietor the necessary copies for each scheduled product across the national territory and pay the agreed fixed amount for each copy to the proprietor. It is the responsibility and duty of the proprietor to print and provide the copies ordered by NASA for the scheduled products at his/her own cost. NASA reserves the right to terminate any product at the discretion of the Executive Council, should the circumstances arise or the market dictate.

It is hereby determined that this addendum entirely replaces any previous rules, regulations, requirements or guidelines regarding the governing regulations of "Teachers" and "Chapter Delegates" and is independent from the requirements upheld by the AIS (Associazione Italiana Sommelier), WSA (Worldwide Sommelier Association), or any other external entity.


NASA President


DIEGO M.
NASA Vice President


NASA Secretary General