

**BYLAWS OF
LAMORINDA WINEGROWERS ASSOCIATION**
A California Nonprofit Mutual Benefit Corporation

ARTICLE ONE: OFFICES

1.01 PRINCIPAL OFFICE. ~~The principal office of the Corporation for the transaction for the activities and affairs of the Corporation shall be located within the County of Contra Costa, California at such address or addresses as the Board of Directors may determine from time to time.~~ The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

Deleted: The principal office for the transaction of the activities and affairs of the Corporation

Deleted: is located PO box55 Laird Drive, Town of Moraga, County of Contra Costa, State of California

Formatted: Not Highlight

1.02 OTHER OFFICES. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE TWO: PURPOSES AND LIMITATIONS

2.01 GENERAL PURPOSE. This Corporation is a nonprofit mutual benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Mutual Benefit Corporation Law ~~pursuant to IRS Code §501(c)(6).~~ The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

2.02 SPECIFIC PURPOSE. Within the context of the general purpose stated above, the specific purposes of this Corporation are to provide on-going education and support for its members in the areas of vineyard maintenance and management, and winemaking; foster communication and the exchange of information among its members; encourage sustainable practices, resulting in the production of high quality grapes and wine in an environmentally-friendly and socially responsible fashion; promote the Lamorinda community and its status as a winegrowing region, enhancing the marketability of Lamorinda-grown grapes and Lamorinda-made wine; and cultivate a strong relationship with the local community.

2.03 LIMITATIONS.

(a) Political Activity. No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

(b) Property. The property, assets, and net income of this Corporation are irrevocably dedicated to the purposes set forth in Sections 2.01 and 2.02 above, and no part of

the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, member (if any), or employee thereof or to the benefit of any private individual.

(c) Dissolution. Upon the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of all debts and liabilities of this Corporation shall be distributed to a nonprofit organization, fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); more specifically University of California Department of Viticulture and Enology, Davis, California 95616, Taxpayer I.D. 94-6036494.

ARTICLE THREE: MEMBERS

3.01 CLASSES AND QUALIFICATIONS OF MEMBERSHIP. There shall be four (4) classes of Membership of the Corporation as follows:

- Active Individual,
- Active Family,
- Associate Non-Voting, and
- Affiliate.

An Active Membership is available only to those persons, firms, corporations, or associations engaged in growing wine grapes within the towns of Lafayette, Moraga or Orinda, California, or adjacent unincorporated areas, henceforth known as the Community of Lamorinda. The Board, upon unanimous vote, may grant continuation of Active Membership to any Individual or Family Member who formerly met all the criteria for Active Membership. Continuation of Active standing would remain until such time as the Board unanimously acted to rescind such Membership. Each recognized person, family, business or related enterprise shall be entitled to one Active Membership.

Associate Non-Voting membership is available to all persons, firms, corporations, or associations living in the Lamorinda area, or elsewhere, who are not growing wine grapes. Associate Non-Voting Members of the Corporation shall be those persons, firms, corporations, or associations who are not otherwise eligible to be Members of the Corporation, but who, in the opinion of a majority of the entire Active Membership, warrant

Deleted: 3.01 .
Formatted: Bullets and Numbering
Formatted: Not Highlight
Deleted: three

Deleted: and

Formatted: Indent: Left: 0.25"
Deleted: Active Individual Members and Active Family Members shall be
Formatted: Font: 12 pt, Not Italic
Formatted: Font: 12 pt, Not Italic
Deleted: within the boundaries of the towns of Lafayette, Moraga, or Orinda in California

have paid their annual dues, as outlined below in Section 3.04, within 6 months of the date of the Annual Meeting will henceforth be designated Founding Members and will be entitled to that designation as long as they remain Members in Good Standing as described in section 3.05 below. Founding Members will be entitled to the same powers and voting rights as any Active Member and will not at any time be granted special rights that non-Founding Members are not entitled to.

Any persons, firm, corporation, or association that meets the criteria set forth above will be granted membership upon request unless a majority of Active Members, as defined in section 4.16 below, vote to decline that request for Membership. Any person, firm, corporation, or association denied new or renewed Membership by the Active members may resubmit their request for Membership, but not sooner than 12 months from the date their request was declined.

3.02 VOTING MEMBERS. Only Active Members shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. In addition, those Members shall have all rights afforded Members under the California Nonprofit Mutual Benefit Corporation Law and pursuant to IRS Code §501(c)(6).

3.03 OTHER PERSONS ASSOCIATED WITH THE CORPORATION. The Corporation may refer to persons of the Affiliate class or other persons or entities associated with it as "Members," even though those persons or entities are not voting Members as set forth in Section 3.02 of these Bylaws, but no such reference shall constitute anyone a Member within the meaning of Section 5056 of the California Corporations Code unless that person or entity shall have qualified for a voting Membership under Section 3.02 of these Bylaws. References in these Bylaws to Members shall mean members as defined in Section 5056 of the California Corporations Code; i.e., the Members of the Active class set forth in Section 3.01 of these Bylaws. By amendment of its Articles of Incorporation or of these Bylaws, the Corporation may grant some or all the rights of a Member of any class, as set forth in these Bylaws, to any person or entity that does not have the right to vote on any of the matters specified in Section 3.02 of these Bylaws, but no such person or entity shall be a Member within the meaning of Section 5056 of the California Corporations Code.

3.04 DUES, FEES, AND ASSESSMENTS. Each Member must pay as provided herein, within the time and on the conditions set by the Board of Directors, the dues, fees, and assessments in amounts to be fixed by a majority vote of the Active Members.

Additional fees may be assessed from time to time on an as needed basis for costs such as applying for an AVA designation, filings, etc., provided they are approved by a majority vote of the Active Members

(a) Resignation of the Member, on reasonable notice to the Corporation;

(b) Expiration of the period of Membership, unless the Membership is renewed on the renewal terms fixed by the Board of Directors;

(c) Failure of the Member to pay dues, fees, or assessments as set by the Board of Directors within six (6) months after they become due and payable;

(d) Occurrence of any event that renders the Member ineligible for Membership, or failure to satisfy Membership qualifications; or

(e) Expulsion of the Member under Section 3.08 of these Bylaws based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the Member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

3.07 SUSPENSION OF MEMBERSHIP. A Member may be suspended, under Section 3.08 of these Bylaws, based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the Member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

A person whose Membership is suspended shall not be a Member during the period of suspension.

3.08 PROCEDURE FOR EXPULSION OR SUSPENSION. If grounds appear to exist for expulsion or suspension of a Member under Sections 3.06 or 3.07 of these Bylaws, the procedure set forth below shall be followed:

(a) The Member shall be given fifteen (15) days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on the Corporation's records.

(b) The Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee or person authorized by the Board of Directors to determine whether the expulsion or

Membership, including a claim alleging defective notice, must be commenced within ninety (90) days after the date of the expulsion, suspension, or termination.

3.09 TRANSFER OF MEMBERSHIPS. No Membership, or any right arising from Membership, may be transferred to a prospective Member under any circumstances. Subject to Section 6.04 of these Bylaws, all rights of Membership cease on the Member's death or dissolution.

ARTICLE FOUR: MEETINGS OF MEMBERS

4.01 PLACE AND FREQUENCY OF MEMBERSHIP MEETINGS.

General Meetings of the entire membership shall be held quarterly. It shall be the responsibility of the President to make the necessary arrangements for the date and place of the meeting and set the time.

Meetings shall be held quarterly on the last Sunday of the first month of each quarter. As such Quarterly general meetings of the entire membership shall be held on the last Sunday in January, April, July, and October, or as otherwise scheduled by the Board.

4.02 ANNUAL MEETING. The July quarterly meeting shall serve as the annual meeting of Members unless the Board of Directors fixes another date or time and so notifies Members as provided in Sections 4.06 through 4.09 of these Bylaws. At or before, the convening of this annual meeting, Directors shall be elected and any other proper business may be transacted, subject to Sections 4.07 and 4.10 of these Bylaws.

4.03 PERSONS AUTHORIZED TO CALL SPECIAL MEETINGS. A special meeting of the Members for any lawful purpose may be called at any time by the Board of Directors, the President of the Corporation, or by fifty percent (50%) or more of the Members.

4.04 CALLING MEETINGS. A special meeting called by any person (other than the Board of Directors) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or any Vice-President or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, in accordance with Sections 4.06 through 4.09 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board of Directors, provided, however, that the meeting date shall be at least thirty (30) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty

Deleted: PLACE OF MEETING

Inserted: PLACE OF MEETING/

Deleted: first or second

Deleted: second

Deleted: each calendar quarter,

Deleted: In the event that the scheduled meeting falls on a holiday, the meeting shall be held on the following Sunday that is not a holiday.

Deleted: Each regular meeting shall be an afternoon meeting held at a restaurant or Members' home in the immediate vicinity of Lamorinda. It shall be the responsibility of the President to make the necessary arrangements for the place of the meeting and set the time. ¶

Deleted: fourth

Deleted: an

Deleted:

4.06 NOTICE REQUIREMENTS FOR MEMBERS' MEETINGS - GENERAL

NOTICE REQUIREMENTS. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Sections 4.07 through 4.09 of these Bylaws, to each Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board of Directors, at the time notice is given, intends to present for action by the Members, but except as provided in Section 4.10 of these Bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

4.07 NOTICE OF CERTAIN AGENDA ITEMS. Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing a Director without cause;
- (b) Filling vacancies on the Board of Directors;
- (c) Amending the Articles of Incorporation; or
- (d) Electing to wind up and dissolve the Corporation.

4.08 MANNER OF GIVING NOTICE. Notice of any meeting of Members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally, or by electronic mail, or by first class, registered, or certified mail, and shall be addressed to each Member entitled to vote, at the physical address or e-mail address of that Member appearing on the books of the Corporation or at the address given by the Member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if notice is posted on a group website maintained by the Corporation, to which all Members of the Corporation are granted access.

4.09 AFFIDAVIT OF MAILING NOTICE. An affidavit of the mailing of any notice of any Members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

4.10 QUORUM -PERCENTAGE REQUIRED. One half (1/2) of the voting power shall constitute a quorum for the transaction of business at any meeting of Members; provided,

action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

4.12 ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS. Any Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

4.13 VOTING -ELIGIBILITY. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, Members entitled to vote at any meeting of Members shall be Active Members in good standing as of the record date determined under Sections 5.01 through 5.05 of these Bylaws.

4.14 MANNER OF CASTING VOTES. Voting may be by voice or ballot, or by electronic medium on the associations website, or as otherwise determined by the Board of Directors and conveyed to the membership at least 30 days prior to any election.

Deleted: except that any election of Directors must be by ballot if demanded by any Member at the meeting before the voting begins.

4.15 VOTING. Each Individual Member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the Members. Each Family Member entitled to vote shall be entitled to cast no more than two (2) votes on each matter submitted to a vote of the Members, provided that: 1) at least two individual persons are present to represent the Family Member and vote in person at the meeting, or have separate login access to the website voting system, or 2) if any Active Member entitled to vote is not able to personally cast their vote, proper authorization of an agent has been given by written proxy, subject to Article 6 of these Bylaws, to cast that vote, on behalf of the Member.

Deleted: one or fewer individual persons

Deleted: are present to represent the Family Member

Deleted: one or more votes

Deleted: Family

4.16 APPROVAL BY MAJORITY VOTE. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Members, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation.

4.17 WAIVER BY ATTENDANCE. A Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the Member objects at the

5.01 RECORD DATE FOR NOTICE, VOTING, WRITTEN BALLOTS, AND OTHER ACTIONS. For purposes of determining the Members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed:

(a) for notice of a meeting shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting;

(b) for voting at a meeting shall not be more than sixty (60) days before the date of the meeting;

(c) for voting by written ballot shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and

(d) for any other action shall not be more than sixty (60) days before that action.

5.02 RECORD DATE FOR NOTICE OR VOTING. If not otherwise fixed by the Board of Directors, the record date for determining Members entitled (1) to receive notice of a meeting of Members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held, and (2) to vote at the meeting shall be the day on which the meeting is held.

5.03 RECORD DATE FOR ACTION BY WRITTEN BALLOT. If not otherwise fixed by the Board of Directors, the record date for determining those Members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

5.04 RECORD DATE FOR OTHER ACTIONS. If not otherwise fixed by the Board of Directors, the record date for determining Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board of Directors adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

5.05 MEMBERS OF RECORD. For purposes of Sections 5.01 through 5.05 of these Bylaws, a person holding a Membership at the close of business on the record date shall be a Member of record.

ARTICLE SIX: PROXIES

6.01 RIGHT OF MEMBERS. Each Member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the person and

related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, any form of proxy that a Member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.

6.03 REQUIREMENT THAT GENERAL NATURE OF SUBJECT OF PROXY BE STATED. Any proxy covering matters for which a vote of the Members is required, including amendments of the Articles of Incorporation or Bylaws changing proxy rights; certain other amendments of the Articles of Incorporation; removal of Directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the Corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the Corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the Members.

6.04 REVOCABILITY. A validly executed proxy shall continue in full force and effect until (a) revoked by the Member executing it, before the vote is cast under that proxy, (i) by a writing delivered to the Corporation stating that the proxy is revoked, or (ii) by a subsequent proxy executed by that Member and presented to the meeting, or (iii) as to any meeting, by that Member's personal attendance and voting at the meeting; or (b) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under that proxy is counted, provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three (3) years from the date of execution. A proxy may not be irrevocable.

ARTICLE SEVEN: ELECTION OF DIRECTORS

7.01 NOMINATION. The President shall appoint a committee to select qualified candidates for election to the Board at least sixty (60) days before the date of any election of Directors. This nominating committee shall make its report at least ten (10) days before the date of the election, or at such other time as the Board of Directors may set, and the Secretary shall forward to each Member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee under this Section.

shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

(b) ~~Board Members~~. The Board of Directors shall consist of four Officers (President, Vice-President, Secretary, and Treasurer) and ~~five (5) Members-at-large, all of whom hereafter shall be referred to as "Directors."~~ If any director is absent without an approved excuse, which may be granted by the Board, for ~~two (2)~~ consecutive meetings in any fiscal year, his or her term shall automatically expire. A notification of expiration shall be mailed to the person, and a new Director shall be appointed by the Board to fill out the remainder of that term.

- Deleted: Constituents
- Deleted: three
- Inserted: three
- Deleted: .
- Deleted: three
- Deleted: 3

(c) Management of Business Affairs. Each director shall serve a two (2) year term. Their terms shall begin at the conclusion of the annual meeting. ~~Five~~ directors shall constitute a quorum at a Board meeting. The Board shall have the power to conduct and manage the affairs and financial business of the Corporation. The business of the Board shall be reviewed at each general meeting.

- Deleted: except for non Officer Directors who will have a one year term
- Inserted: except for non Officer Directors who will have a one year term
- Deleted: our
- Inserted: our
- Deleted:

(d) Staggered Election. ~~Officers and Directors-At-Large~~ shall be elected at or before the annual meeting of Members with approximately one-half of the Board being elected at such time.

(e) Term. Directors shall be elected ~~prior to the annual meeting, and later inducted~~ at the annual meeting of the Members. ~~Directors shall~~ hold office for a term of two (2) years, until the annual meeting which takes place at the termination of their term in office. Each director shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Deleted: First Directors After Adoption of These Amended Bylaws. The first Directors elected after adoption of these amended Bylaws may draw straws at random to determine the length of their initial terms, which shall be of either one or two years with approximately one-half of all Directors in each category. These first directors may volunteer to serve only one-year terms so that approximately one-half of the Board will be elected at each annual meeting of Members.¶
(f)

~~(f) Past President. The most recent outgoing President shall hold the title of Past President Emeritus, and will continue to hold such position until such time as another outgoing President retires from office as a result of an election process held at the end of that President's current term of office which results in the election of a new President. They shall serve as a member of the Board Directors in a non-voting advisory capacity to the Board and will be replaced in this role by the next Past President Emeritus.~~

- Deleted: Other than the first term for Directors elected after adoption of these amended Bylaws,
- Deleted: s
- Deleted: to
- Formatted: Normal
- Formatted: Font: 12 pt
- Formatted: Font: 12 pt, Underline
- Formatted: Font: 12 pt

8.05 VACANCIES ON BOARD OF DIRECTORS. A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following: (a) the death or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Mutual Benefit Corporation Law; (c) the vote of a majority of all Members

▼▼

8.06 RESIGNATIONS. Except as provided below, any Director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly elected Director or Directors in charge of its affairs.

8.07 FILLING VACANCIES. Except for a vacancy created by the removal of a Director by the Members, vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The Members may fill any vacancy or vacancies not filled by the Directors.

8.08 NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

8.09 PLACE OF DIRECTORS' MEETINGS. Meetings of the Board of Directors shall be held at any place within California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

8.10 MEETINGS BY TELEPHONE. Any Director may participate in a Board meeting by phone if not available to meet in person.. All such Directors shall be deemed to be present in person at such a meeting. Board meetings must have at least ~~five (5)~~ Directors attending in person.

Deleted: three

8.11 ANNUAL MEETING. Immediately after each annual meeting of Members, the Board of Directors shall hold a regular meeting for purposes of organization. Notice of this meeting is not required.

8.12 OTHER REGULAR MEETINGS. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

8.13 SPECIAL MEETINGS - AUTHORITY TO CALL. Special meetings of the Board of Directors for any purpose may be called at any time by the President or any Vice-President, or the Secretary or any two Directors.

8.14 MANNER OF GIVING NOTICE. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by posting a notice on its web site; (c) by telephone, either directly to the

effort to notify each Director is made; and (b) the meeting is limited to the emergency matter which is duly recorded in the minutes.

8.16 NOTICE CONTENTS. The notice shall state the time of the meeting, and the place if the place and general nature of the business to be transacted is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

8.17 QUORUM. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

8.18 WAIVER OF NOTICE. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

8.19 ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

8.20 NOTICE OF ADJOURNED MEETING. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

8.21 ACTION WITHOUT A MEETING. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

8.22 REIMBURSEMENT. Directors may receive such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the Corporation at the time

(a) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the Members or approval of a majority of all Members;

(b) Fill vacancies on the Board or on any committee that has the authority of the Board;

(d) Amend or repeal Bylaws or adopt new Bylaws;

(e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

(f) Create any other committees of the Board or appoint the members of committees of the Board;

(g) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or

(h) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

8.24 MEETINGS AND ACTIONS OF COMMITTEES. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE NINE: OFFICERS

9.01 OFFICERS OF THE CORPORATION. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a treasurer. The Corporation may also have, at the Board's discretion, one or more Vice-Presidents, and such other officers as may be appointed in accordance with Section 9.03 of these Bylaws. Only active Members shall be eligible for election as, or be qualified to remain an officer of the Corporation. No more than one office shall be held by the same person.

A red dashed line with arrowheads at its ends points from the left towards three stacked rectangular boxes on the right. The boxes are empty and have a thin red border.

9.03 OTHER OFFICERS. The Board of Directors may appoint and may authorize the President, or other officer, to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board of Directors.

9.04 REMOVAL OF OFFICERS. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board of Directors and also, if the officer was not chosen by the Board of Directors, by any officer on whom the Board may confer that power of removal.

9.05 RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

9.06 VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

9.08 PRESIDENT. The President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The President shall preside at all Members' meetings and at all Board meetings. The President shall have such other powers and duties as the Board or the Bylaws may prescribe.

9.09 VICE-PRESIDENT. If the President is absent or disabled, the Vice-President shall perform all duties of the President. When so acting, the Vice-President shall have all powers of and be subject to all restrictions on the President. The Vice-President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

9.10 SECRETARY.

(a) Book of Minutes. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of Members' meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of Members present or represented at Members' meetings. The Secretary shall keep or cause to be

9.11 TREASURER.

(a) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Members and Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

(b) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) Preparation of tax and annual financial reports, and any required State or Federal filings.

(d) Membership Records. The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's Members, showing each Member's name, address, and class of Membership.

ARTICLE TEN: INDEMNIFICATION

10.01 RIGHT OF INDEMNITY. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

10.02 APPROVAL OF INDEMNITY. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize

10.03 ADVANCEMENT OF EXPENSES. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 10.01 and 10.02 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE ELEVEN: INSURANCE

11.01 INSURANCE. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

ARTICLE TWELVE: RECORDS AND REPORTS

12.01 MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its Members, Board, and committees of the Board; and
- (c) A record of each Member's name, address, and class of Membership.

12.02 MEMBERS' INSPECTION RIGHTS.

(a) Membership Records. Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at Section 6330) of the California Corporations Code and unless the Corporation provides a reasonable alternative as provided below, any Member may do either or both of the following for a purpose reasonably related to the Member's interest as a Member:

- (1) Inspect and copy the records of Members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, which demand must state the purpose for which the inspection rights are requested; or

The Corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the Membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a Member, or if it provides a reasonable alternative under this Section, it may deny the Member access to the Membership list.

Any inspection and copying under this Section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the Corporation.

(b) Accounting Records and Minutes. On written demand on the Corporation, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the Corporation.

12.03 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The Corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours. If the principal office of the Corporation is outside California and the Corporation has no principal business office in this state, the Secretary shall, on the written request of any Member, furnish to that Member a copy of the Articles of Incorporation and Bylaws, as amended to date.

12.04 INSPECTION BY DIRECTORS. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

12.05 ANNUAL REPORT. The Board shall cause an annual report to be sent to the Members and Directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

(d) The expenses or disbursements of the Corporation for both general and restricted purposes.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to any Member who requests it in writing.

ARTICLE THIRTEEN: CONSTRUCTION AND DEFINITIONS

13.01 CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE FOURTEEN: AMENDMENTS

14.01 AMENDMENT BY BOARD - MEMBERSHIP RIGHTS LIMITATION. Subject to the rights of Members under Section 14.05 of these Bylaws and the limitations set forth below, the Board may adopt, amend, or repeal Bylaws unless the action would materially and adversely affect the Members' rights as to voting or transfer. The Board may not extend the term of a Director beyond that for which the Director was elected.

14.02 CHANGES IN NUMBER OF DIRECTORS. Once Members have been admitted to the Corporation, the Board may not, without the approval of the Members, specify or change any Bylaw provision that would:

- (a) Fix or change the authorized number of Directors
- (b) Fix or change the minimum or maximum number of Directors, or
- (c) Change from a fixed number of Directors to a variable number of Directors or

14.04 MEMBERS' APPROVAL REQUIRED. Without the approval of the Members, the Board may not adopt, amend, or repeal any Bylaws that would:

- (a) Increase or extend the terms of Directors;
- (b) Allow any Director to hold office by designation or selection rather than by election by the Members;
- (c) Increase the quorum for Members' meetings;
- (d) Repeal, restrict, create, expand, or otherwise change proxy rights; or
- (e) Authorize cumulative voting.

14.05 AMENDMENT BY MEMBERS. New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the Active Members, provided, however, that if the Corporation has more than one class of voting Members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different than the action affects another class, must be approved by the Members of that adversely affected class. Any provision of these Bylaws that requires the vote of a larger proportion of the Members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a Director beyond that for which the Director was elected.

Any provision of these Bylaws providing for the designation or selection, rather than election, of any Director or Directors may be adopted, amended, or repealed only by approval of the Members, subject to the consent of the person or persons entitled to designate or select any such Directors.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of LAMORINDA WINEGROWERS ASSOCIATION (LWGA), a California Nonprofit Mutual Benefit Corporation pursuant to IRS Code §501(c)(6), that the above Bylaws, consisting of twenty-~~one~~ (21) ~~total pages, including this signature page~~, are the Bylaws of this Corporation as adopted by the Board of Directors on April 25, 2010, and and as approved by the General Membership, that they have not been amended or modified since that date.

Executed on April 25, 2010, at Moraga, California.

TOM MOREHOUSE
Secretary

- ~~Deleted: two~~
- ~~Deleted: 2~~
- ~~Deleted: pages~~
- ~~Deleted: _____~~
- ~~Deleted: 06~~
- Inserted: 06
- ~~Deleted: 1993~~
- ~~Deleted: _____~~
- ~~Deleted: 06~~
- Inserted: 06
- ~~Deleted: TIM WEDLAKE~~
- Inserted: TIM WEDLAKE