



**Cultural and Community Development Grant Application
FY 2014-15**

Event/Project/Organization
for which funds are requested: Website Development - EDC Farm Trails

Event/Project Location: Throughout Western El Dorado County

Name of Organization: El Dorado County Farm Trails Association

Address of Organization: P.O. Box 20, Placerville, CA 95667

Website: www.edc-farmtrails.org

Name of Contact Person: Wendell Smith, President

Telephone Number: Secretary: 916-939-9144 EDC Farm Trails 530-919-2445

E-mail address: info@edc-farmtrails.org

Total Amount Requested: \$5000.00

Organization: El Dorado County Farm Trails Association

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1. Briefly describe the event/project/organization for which funds are being requested:

The El Dorado County Farm Trails Association will make local agriculture a more visible and relevant part of the overall tourist industry in El Dorado County resulting in multiple day stays. The creation of an annual festival showcasing the agricultural tourist industry in El Dorado County will draw visitors and be a part of achieving this goal. An intricate part of this plan is our next generation state of the art user interactive website where local agribusiness can be showcased along with other tourist related businesses. The interactive website will enable visitors to plan their extended stays in a more user friendly way as each business will have a link to their website and the ability to directly communicate with visitors, post events, photos & videos along with local recommendations. Visitors will also have the ability to review & comment on their experiences in El Dorado County.

2. If the request is being made for a specific event/project, please briefly describe the operating organization responsible for the event/project. If the organization has a managing board, please describe the make-up of the board and provide your board bylaws.

The Board of Directors of EDC Farm Trails has commissioned a next generation website.

The Board consists of 4 officers, 7 additional members and 3 supporting members.

118 Member involved in ag tourism.

See attached list of current Board members.

See By-laws attached.

3. Briefly describe how Cultural and Community Development funds will be used, if awarded, and what percentage of the funds will go towards the actual event/project:

The awarded funds would be used to complete the purchase of a powerful, proven and out-of-the-box, state-of-the-art interactive website that is user friendly and easily accessible to the public which would entice tourist to visit the area. Individual farms, ranches and associated members could post events, photos and news in real time taking our web presence to a new level that we believe will entice many more visitors to come to the County to discover the adventures that our family farms, artisan producers and rural community has to offer. Promotions and online marketing will be easily supported through the new website through its ability to interact with social media.

4. When will the event/project/program occur, and when would Cultural and Community Development funds be used, if awarded:

Construction of the new website will begin immediately. The web developer has already done a similar website for the Sonoma County Farm Trails Organization <http://www.farmtrails.org/>.

He is offering us the web development package at a substantial 60% discount and we believe it could be up and running in time for the spring of 2015.

5. What is the target market for the advertising/promotional efforts and how will this target market be reached (please include details as to any advertising that will take place in and outside of the County and to encourage attendance from outside the County):

The target market is visitors from Northern California & Nevada as well as international tourists seeking a day or weekend in the country. This interactive website is the next logical step to a user-friendly version of the existing trail maps which direct tourists throughout the western parts of the County on drives from farm to farm and associated restaurants, wineries and businesses using social media in addition to our website.

6. The Board of Supervisors wishes to encourage tourism, agriculture, and economic development in the County by supporting promotional, community, and cultural activities through the use of Cultural and Community Development funds. Please describe how the event/organization will support tourism, agriculture, community spirit, culture, and/or economic development.

Agricultural tourism is at the very heart of what the EDC Farm Trails Association is.

- We contribute \$6000.- to the El Dorado County Visitors & Farm Trails guide which is the current leading tourism tool in print with up to 150,000 copies distributed each year.
- We host farmers markets and our members participate in many of them
- Our farm trails routes and maps allow local agri-business to sell on-site as well as provide direction to tourists
- Many members generously contribute to local charitable causes & fire departments
- Members participate in the promotion of local arts & events

7. What goal is expected to be achieved from the use of Cultural and Community Development funds, if awarded (please detail expected increased tourism, overnight stays, economic impact, etc.), and how will this be measured:

Our next generation web presence will vastly improve the tourist experience by presenting our agricultural and related businesses in an exciting & more modern light and easing the planning of extended stays.

The County website, local Chambers and businesses will be able to use our website to promote visits to El Dorado County. There is a great desire on the part of people in urban centers to "get away" for a few days in the country. A significant rise in overnight stays, exploration of our towns and patronage of our local restaurants, shops and lodging facilities will result. Website performance will be monitored by google analytics and the County will see a significant rise in T.O.T. and sales tax.

8. How will El Dorado County, as a sponsor of the event/project/organization, be recognized in promotional materials and at the event/project/organization:

El Dorado County will be prominently displayed through their logo and links to their website.

Credit will be given for the funding that would read something like:

Website funded by a generous grant from the El Dorado County Cultural & Economic Development Program.

9. Please provide any information on sponsorships for this event/project/organization:

50% of this project is funded by existing funds, membership dues, voluntary contributions, and matching funds of up to \$1500 offered by a member.

10. If Cultural and Community Development funds are awarded, will the amount be matched (either full or partial) and by what organization:

The full amount is matched by existing funds and one of our members has offered matching funds up to \$1500 in voluntary contributions some of which have already been committed to cover any additional costs should it be needed to complete the project.

Organization: El Dorado County Farm Trails Association

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HISTORY OF EVENT/PROJECT/ORGANIZATION

1. How long has this event/project/organization been in operation:

The association was established as a non-profit organization in 1992 to promote agriculture and agri-tourism in the County, by way of creation and hosting of farmers markets.

The association has created the farm trail signs to promote on-site visits to Agri-tourism business, sales and events.

From Day one the association promoted Eldorado County Agri-tourism through the farm trails guide which in 2004 joined forces with the visitors authority to produce the current visitors and farm trails guide

2. What is the overall attendance (past and future anticipated) of the event/project/organization:

The EDC-Farm trail members are very active in the Agricultural tourism industry and members of many other local organizations, such as the El Dorado Winery Association, Apple Hill, Chambers of commerce and the hospitality & overnight accommodations. Approximately 14 Board members attend monthly Board meetings on a regular basis and there is an annual members picnic that many members attend in late summer.

Membership is continuously between 125 & 100 members. Anticipated attendance will increase by bringing the organization into the next century by way of social media.

3. Have Cultural and Community Development funds been received for this purpose in the past? If so, how much and when? If funds were received, please attach the Post-Event Report for this event.

Last year the Board of directors generously awarded EDC Farm Trails a \$5000 grant for the purpose of updating our website and improving Farm Trails wayfaring signs throughout the area.

.....
POST EVENT REPORT: Ongoing research and development into the upgraded website has been the main focus of our efforts. Careful consideration of all the options has taken a lot of time on the part of the Board and website committee. The funds allocated via the previous grant are being held in an account awaiting expenditure when all variables have been determined.

Organization: El Dorado County Farm Trails Association

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3. Describe any in-kind assistance/match funds you expect to receive from individuals, businesses or other community groups in support of this event/project/organization, which have not be confirmed or detailed above:

We will have corporate sponsors, already made tentative contact, on our interactive website and expected advertising . Any Agritourism event will be complimentary

Expenditures

1. Expenditures for advertising and promotions (should correlate with revenue sources stated above):

<u>Expenditures</u> Item or service	<u>Cost:</u>	<u>Funded By</u>
Cost of new website approximately:	\$11,900.00	Assesments, contributions and related member offered matching funds
Professional photos, videos	\$2000.00	
Total:		\$13,900.00

SUBMITTAL

The undersigned, declares that he/she has carefully examined the El Dorado County Cultural and Community Development Program and fully understands its contents and implications, and if funds are awarded the proposer will contract with the County to furnish the services as specified, in accordance with this grant application attached. The undersigned further attests that all information contained in this application is accurate to the best of his/her knowledge. Advertising funds are awarded, that proposer

Signature: Wendell Smith (Wendell Smith)

Title: President

Applicant Organization: El Dorado County Farm Trails Association

Date: November 2014

Submittal Requirements:

This original, signed Grant Application must be submitted by 5:00 p.m. on November 21, 2014, in person or by U.S. mail to El Dorado County, Office of Economic Development, 330 Fair Lane, Placerville, CA 95667. Applications submitted by mail must be **received** by 5:00 p.m. on November 21, 2014, postmarks by that date are not acceptable.

Any supporting documentation you wish to attach must also be submitted by 5:00 p.m. on November 21, and must be produced on standard letter-size paper (8 ½ x 11) single-sided, with no staples or binding. Paper clips and/or binder clips are acceptable. Submissions in any other size or format will not be accepted. If you wish to submit brochures or maps, they must be produced or copied onto standard letter-size paper.

Community organizations without formal non-profit status who are partnering with a non-profit organization must submit along with their Grant Application a letter from the non-profit organization, signed by the designated signing authority (President or Corporate Secretary) approving the partnership.

Copy of the Entity Status Letter (such as 501(c)(3) determination letter) issued by the Internal Revenue Service (IRS) must be attached to the Grant Application. The Entity Name must match the name of the grant applicant or the grant applicant's partner. If awarded grant funds, the check from the County will be issued to the Entity as named on the IRS Entity Status Letter. If you are partnering with a non-profit organization, the check will be issued to the non-profit organization.

Return Grant Application No Later than November 21, 2014 at 5:00 p.m. to:

**Chief Administrative Office
Attn: Economic Development
330 Fair Lane
Placerville, CA 95667**

Organization: El Dorado County Farm Trails Association

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INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: SEP 05 2014

EL DORADO COUNTY FARM TRAILS
ASSOCIATION
PO BOX 20
PLACERVILLE, CA 95667

Employer Identification Number:
68-0252022
DLN:
17053014429033
Contact Person:
CUSTOMER SERVICE ID# 31954
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Form 990 Required:
Yes
Effective Date of Exemption:
May 15, 2010
Contribution Deductibility:
No
Addendum Applies:
Yes

Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(5) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-NC" in the search bar to view Publication 4221-NC, Compliance Guide for Tax-Exempt Organizations (Other than 501(c)(3) Public Charities and Private Foundations), which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,



Director, Exempt Organizations

Letter 948

EL DORADO COUNTY FARM TRAILS

ADDENDUM

We considered and approved your request for retroactive reinstatement under Notice 2011-43.

BYLAWS

OF

EL DORADO COUNTY FARM TRAILS ASSOCIATION

a California Nonprofit Mutual Benefit Corporation

ARTICLE I

Offices

Section 1. Principal Executive Office.

The principal executive office of the corporation shall be located in El Dorado County, California.

Section 2. Other Offices.

Other offices may be established at any place or places specified by the Board of Directors.

ARTICLE II

Membership

Section 1. Types of Membership

El Dorado County Farm Trails Association will have two (2) types of membership: Voting Members and Non-Voting (Associate) Members.

(a) Voting Members.

The voting members of this corporation (referred to in these Bylaws as "the members") shall be any individual or firm operating a farm with at least one acre of permanent or annual crops situated in El Dorado County or otherwise participating with agricultural products grown or produced in El Dorado County.

(b) Non-Voting (Associate) Members.

The Non-Voting Members of this corporation shall be any individual or firm operating a business that supports the specific purposes of this corporation as defined in Articles of Incorporation Article II, B.

Proposed members shall be considered upon receipt of written application on a prescribed form. The application shall

be announced at the next scheduled meeting of either the membership or the Board of Directors and referred to the Membership Committee for review. The Membership Committee shall make a recommendation for acceptance or denial. Upon a majority vote of the membership at a membership meeting and upon payment of the annual membership dues, the individual or firm shall become a member.

Members with multiple addresses/locations or members with multiple businesses on one location are required to apply for separate membership for each business or location. Voting members will receive one vote for each membership purchased.

The Board of Directors may establish the dues, fees, or other conditions for voting and non-voting membership in the corporation.

Section 2. Termination of Membership.

The membership of any member shall terminate upon the occurrence of any of the following events:

(a) The resignation of the member.

(b) The failure of the member to pay dues or fees within the times set forth by the Board of Directors or as otherwise provided in accordance with these Bylaws.

Termination of a membership shall not relieve the member from any obligation for charges incurred, services or benefits actually received, dues, or fees for which the member is obligated to the corporation.

Before a membership is terminated in accordance with paragraph (b) above, the following procedures shall be followed:

(1) A notice shall be sent by USPS or electronic mail to the most recent address of the member as shown on the corporation's records, stating the action to be taken, the reasons for the action, and the date, time, and place of the hearing provided for in subparagraph (2) below. Such notice shall be sent at least fifteen (15) days before the proposed effective date of termination.

(2) The member whose membership is being terminated shall be given an opportunity to be heard, either orally or in writing, at a hearing at the next scheduled meeting of the Board of Directors.

(3) Following the hearing, the Board shall decide if the membership should be terminated. The decision of the Board shall be final.

Section 3. Responsibility of Terminated Member.

All properties of the corporation, including corporation signs, shall be returned by the member upon termination of membership.

Section 4. Transfer of Membership.

No member may transfer his membership right to any other party. All rights of membership cease on member's death, sale of business, or dissolution of business.

ARTICLE III

Meetings of Members

Section 1. Place of Meetings.

Meetings of the membership shall be held at any place designated by the Board of Directors.

Section 2. Monthly Meeting.

There shall be a regular monthly meeting of the members on the second Monday of each month, unless the Board of Directors fixes another date and so notifies the members as provided in Section 4 of this Article III.

Section 3. Annual Meeting.

There shall be an annual meeting of the members on the second Monday of December each year, unless the Board of Directors fixes another date and so notifies the members as provided in Section 4 of this Article III. At the annual meeting, directors shall be elected and the Board of Directors shall appoint the officers for the next fiscal year.

Section 4. Notice of Monthly & Annual Meetings.

Written notice of each meeting shall be given to each member either personally, by USPS, or by electronic mail addressed to the member at the address given by the member to the corporation for the purpose of notice. If any notice addressed to the member at the address of the member appearing on the books of the corporation is returned to the corporation by USPS or internet postmaster marked to indicate that USPS or internet

postmaster is unable to deliver the notice to the member at the given address, all future notices shall be deemed duly given without further mailing. The notices shall be available to the member upon written demand of the member at the principal executive office of the corporation for a period of one year from the date of the giving of the notice to all other members.

All such notices of monthly and annual meetings shall be given to each member not less than seventy-two (72) hours before the meeting.

The notice of the meeting shall specify:

(a) the place, date, and hour of the meeting;

(b) those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members;

(c) if directors are to be elected, the names of all those who are nominees at the time the notice is given;

(d) the general nature of a proposal, if any, to take action when approval of the members is required with respect to (i) removal of directors without cause; (ii) the filling of vacancies on the Board; (iii) transactions in which a director has a material financial interest; and (iv) amendment of the Articles of Incorporation; and

(e) such other matters, if any, as may be expressly required by law.

Section 5. Special Meetings.

A special meeting of the members may be called at any time by the President, by the Board of Directors, or by a majority of the members.

Section 6. Notice of Special Meetings.

Special meetings of the membership will not be official unless members are notified prior to the meeting. All such notices shall be given electronically or by telephone to each member entitled to the notice not less than seventy-two (72) hours prior to the meeting. The notice of the meeting shall specify:

(a) the place, date, and hour of the meeting; and

(b) those matters which the Board of Directors, at the time the notice is given, intends to present for action

by the members.

Section 7. Minutes of Meetings.

Minutes of meetings shall be provided to each member by USPS or by electronic mail prior to the next scheduled meeting. In cases of special meetings, minutes of previous meetings shall be included when practical.

Section 8. Quorum.

The presence in person or by proxy of four (4) officers and three (3) members other than officers at any meeting of members shall constitute a quorum for the transaction of business. The only matters that may be voted upon at a meeting are matters of which notice of the general nature was included in the notice of the meeting.

When a quorum is not present for a regular, annual or special meeting of the members, on the vote of a majority members of the directors, the President may call a meeting of the Board of Directors and conduct the business stated in the agenda for the members' meeting.

Section 9. Adjourned Meeting and Notice.

Except as provided below, 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 are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business that might have been transacted at the original meeting.

Section 10. Voting.

(a) Each member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the members.

(b) Voting at a meeting of the members may be by voice vote or by ballot. Elections for directors must be by ballot.

(c) If a quorum is present, the affirmative vote of the majority of the voting power represented and voting at the meeting shall be the act of the members.

(d) In any election of directors, the candidates receiving the highest number of votes are elected.

Section 11. Proxies.

(a) Any member entitled to vote may authorize another person to act by proxy. "Proxy" means a written authorization signed by a member giving another person power to vote on behalf of such member.

(b) In any election of directors, any form of proxy in which the directors to be voted upon are named as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

Section 12. Approval by Written Ballot.

(a) Any action that may be taken at any meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. The ballot shall state the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation.

(b) Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting.

ARTICLE IV

Board of Directors

Section 1. Powers.

The activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2. Number of Directors.

The authorized number of directors of the corporation shall not be less than seven (7) or more than thirteen (13).

Section 3. Election and Term of Office.

The term of office of each director of the corporation shall be two (2) years and until his or her

successor has been elected and qualified. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year terms expire. A director may succeed himself in office.

Section 4. Vacancies and Removal.

A vacancy in the Board of Directors shall exist on the occurrence of the following:

- (a) the death, resignation, or removal of any director
- (b) the declaration by the Board of Directors of a vacancy in the office of a director who has
 - i. been declared of unsound mind by a final order of court,
 - ii. or convicted of a felony,
 - iii. or has been found by a final order or judgment of any court to have breached any duty arising as a result of Section 7238 of the California Corporations Code dealing with the standard of conduct for a director in respect of a corporation that holds assets in charitable trust,
 - iv. or has missed four (4) unexcused regular meetings in one year.
- (c) the affirmative vote of the members to remove a director in accordance with the voting requirements of Section 7222 of the California Corporations Code.

The members may elect a director at any time to fill a vacancy. Each director elected to fill a vacancy shall hold office until a successor is elected at an annual meeting of the members.

Any director may resign effective upon giving written notice of resignation to the President, the Secretary, or the Board of Directors of the corporation. Any resignation will take place at the time designated in the written notice.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Place of Meetings; Meetings by Telephone.

Regular meetings of the Board of Directors may be held at any place within or outside the State of California or may be held by conference phone or similar communications equipment as designated by the Board.

Section 6. Annual Meeting.

Immediately following the annual meeting of members, the Board of Directors shall hold an annual meeting.

Section 7. Other Regular Meetings.

Other regular meetings of the Board of Directors shall be held at times determined by the Board of Directors.

Written notice of the time and place of special meetings shall be delivered to each director or communicated to each director by telephone or electronic mail forty-eight (48) hours prior to the meeting.

Section 8. Special Meetings.

Special meetings of the Board of Directors for any purpose may be called at any time by the President, Vice-President, the Secretary, or any two directors.

Written notice of the time and place of special meetings shall be delivered to each director or communicated to each director by telephone or email forty-eight (48) hours prior to the meeting.

Section 9. Action at a Meeting: Quorum and Required Vote.

Presence of a majority of the authorized number of directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business. Every decision made by a majority of the directors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 10. Adjourned Meeting and Notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another

time and place.

Section 11. Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board other than any "interested director" as that term is defined in Section 5233 (and made applicable pursuant to Section 7238) of the California Corporations Code, shall consent in writing to such action. Written consent shall be filed with the minutes of the proceedings of the Board.

Section 12. Fees and Compensation.

Directors and members of committees may receive such reasonable compensation, if any, for their services, and such reasonable reimbursement for expenses, as may be fixed or determined by the Board of Directors.

ARTICLE V

Director Election Procedures

Section 1. Nominating Committee.

The Board of Directors may appoint a committee to select qualified candidates for all offices at least ninety (90) days before the date of any election of directors by the members. The committee shall make its report at least sixty (60) days before the date of the election, and the Secretary of the corporation shall forward to each member, with the notice of meeting required by Section 4 of Article III of these Bylaws, a list of candidates nominated.

Section 2. Nominations by Members.

Members may nominate candidates for directorships at any time before the end of the thirtieth day preceding such election.

Section 3. Nominations from the Floor.

If there is a meeting to elect a director due to a vacancy any member present at the meeting in person or by proxy may place names in nomination.

ARTICLE VI

Committees

Section 1. Committees.

The Board of Directors may designate one or more committees. The committees shall have a minimum of three (3) members per committee, not including the Chairperson. The Chairperson of each of these committees shall be designated by the Board of Directors. The Chairperson shall be responsible for selecting the members who shall serve on these committees. The Committees shall not have the authority of the Board of Directors.

Committees may include the following:

i. The Communications/Publications Committee shall develop and produce all publications that are distributed. The committee shall manage media communications, advertising, and promotional activities for the corporation. The committee shall be responsible for preparing news releases, conducting press conferences and other activities involving the media and making necessary arrangements to facilitate media coverage of the corporation's activities. The committee is responsible for maintenance, update, and content of the website.

ii. The Events/Marketing Committee shall plan and conduct all events sponsored by the corporation other than events held primarily for media communications. The committee shall develop promotion and advertising programs that will benefit the corporation and its members. The committee shall be responsible for all Farmers' Markets.

iii. The Planning and Development Committee shall be responsible for development and maintenance of organizational routes and signs and shall review member signs for conformity with the Bylaws. The committee shall develop an attractive representation of the corporation and shall work to maintain the rustic beauty of El Dorado County with regard to the corporation.

iv. The Membership and Ethics Committee shall solicit new members, and receive and review application for new members as prescribed in Article II. It shall recommend acceptance of prospective members by the corporation if their participation would be mutually beneficial to both the corporation and the prospective members. The committee shall conduct the annual membership drive. It shall recommend

expulsion of members if their activities are contrary to the purposes of the corporation. It shall encourage member participation in the corporation's activities. The committee shall review activities, complaints, or disputes of the members and shall attempt to correct problems in a manner consistent with the goals and Bylaws of the corporation. When a member fails to abide by the Bylaws, the committee shall request compliance in writing. If the member does not comply, the committee shall bring the matter to the Board of Directors for review and, if necessary, to a meeting of the members.

v. The Finance Committee shall be responsible for preparation of an annual budget. The Committee shall propose and apply for funds for the corporation's business. The Committee shall be responsible for preparing and submitting financial and tax reports as required by the California Non-Profit Corporation and other government agencies.

vi. The Advocacy Committee shall represent the corporation in all legislative action that affects the corporation. The committee will conduct research, attend meetings, and become involved with government agencies on issues pertinent to the corporation and its members.

Section 2. Meetings and Actions of Committees.

Meetings and actions of all committees shall be governed by and held in accordance with the provisions of Sections 5 through 12 of Article III of these Bylaws. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. Meetings and actions of all committees shall be reported at regular membership meetings.

ARTICLE VII

Officers

Section 1. Officers.

The Board of Directors shall appoint the following officers of this corporation: the President, the Vice-President, the Secretary, and the Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice-Presidents, one or more Assistant Secretaries and Assistant Treasurers, and such other officers as may be appointed by the Board of Directors. Any two offices may be held by the same person.

Section 2. Duties of the President.

The President shall be the general manager and chief executive officer of the corporation. The President shall preside at all meetings of the members and at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors may determine.

In addition, the President shall serve as an ex-officio, non-voting member of the committees listed in Section 1 of Article VI. The President shall facilitate the over-all effort of the organization and coordinate the activities of the committees. The President shall be responsible for making an agenda for meetings.

Section 3. Duties of the Vice-President.

The Vice-President shall preside at meetings and perform the duties of the President in the absence of the President. The Vice-President shall perform other duties as the Board of Directors or the President shall designate.

Section 4. Duties of the Secretary.

The Secretary shall preside at meetings in the absence of the President or Vice-President. The Secretary shall record the minutes of all meetings of the Board of Directors and the membership. The Secretary shall be responsible for all correspondence as directed by the membership, the Board of Directors, or the President.

The Secretary shall keep at the principal executive office a record of the members of the corporation, showing the names of all members, their addresses, and the class of membership held by each.

The secretary shall keep all the records of the corporation, including but not limited to meeting minutes, agendas, contracts, and correspondences.

The Secretary shall give notice of all meetings of the members and of the Board of Directors. The Secretary shall perform other duties as the Board of Directors or President may designate.

Section 5. Duties of the Treasurer.

The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets,

liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as ordered by the Board of Directors and shall render to the President and directors, whenever they request it, an account of all transactions and of the financial condition of the corporation.

The Treasurer shall present an up-to-date financial report at each regular meeting. The Treasurer shall prepare and submit an annual report and budget within ninety (90) days after the end of the fiscal year.

The Treasurer shall perform other duties as the Board of Directors or President may designate.

ARTICLE VIII

Indemnification of Directors, Officers, Employees, and Other Agents of the Corporation; Purchase of Liability Insurance

(a) For the purposes of this article, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under paragraph (d) or (e) (3) of this article.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of Part 2 (commencing with Section 5110) of the California Corporations Code, made

applicable pursuant to Section 7238, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

(c) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation to procure a judgment in its favor, or brought under Section 5233 of Part 2 (commencing with Section 5110), made applicable pursuant to Section 7238, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this paragraph (c):

(1) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(3) Of expenses incurred in defending a

threatened or pending action that is settled or otherwise disposed of without court approval unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

(d) To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) or in defense of any claim, issue, or matter in the proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

(e) Except as provided in paragraph (d), any indemnification under this article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph (b) or (c), by:

(1) A majority vote of a quorum consisting of directors who are not parties to such proceeding;

(2) Approval or ratification by the affirmative vote (or written ballot in accordance with Section 12 of Article III of these Bylaws) of a majority of the votes represented and voting at a duly held membership meeting at which a quorum is present (which affirmative votes also constitute a majority of the required ,quorum) ; for such purpose, any membership held by the person to be indemnified shall not be considered outstanding or entitled to vote on the matter; or

(3) The court in which such proceeding is or was pending upon application made by the corporation, the agent, or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

(f) Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this article.

(g) Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of the corporation or any

subsidiary of the corporation may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this article, except as provided in paragraph (d) or (e) (3), in any circumstance where it appears:

(1) That it would be inconsistent with a provision of the Articles of Incorporation, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, that prohibits or otherwise limits indemnification; or

(2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(i) Upon and in the event of a determination by the Board of Directors of the corporation to purchase indemnity insurance, the corporation shall purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this article.

(j) This article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in paragraph (a). The corporation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by paragraph (f) of Section 207 of the California Corporations Code.

ARTICLE IX

Execution of Corporate Instruments, and Memberships Held by the Corporation

Section 1. Execution of Corporate Instruments.

The Board of Directors may determine the method and designate the signatory person(s) to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by

law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents shall be executed, signed, or endorsed by the President, or Vice-President and by the Secretary or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 2. Ratification by Members.

The Board of Directors may submit any contract for approval of the members at any meeting of members and any contract approved by a majority of the members at a meeting of the corporation shall be valid and binding.

ARTICLE X
Finances

The corporation shall operate on funds collected from dues approved annually by the members. All disbursements of funds shall be presented for approval at regular meetings

Dues shall be levied in a manner that will encourage a large membership and yet not place an unfair burden on any individual member and shall be approved by the Board annually.

ARTICLE XI
Advertising and Signs

All Farm Trails signs are the property of the corporation. Requests for signs bearing the corporation's name/logo must be submitted to the Board of Directors for approval.

(c) Personal signs of members bearing the corporation's name and any trade name or logo of the corporation must be restricted to the members' own property. Members who do not border the routes must seek approval from the Planning and Development Committee to place corporate signs on the routes at those points which are nearest to the accesses of their property.

(d) Members shall not advertise in any manner that will directly hurt other members. Price signs visible from the designated routes are prohibited.

(e) The Planning and Development Committee shall place corporate signs as fairly as possible to the interests of all members. No member shall place, modify, add-on, move or take down signs without approval of the Planning Development Committee.

(f) The use of the corporation's signs must also be in compliance with county and state ordinances.

(g) No non-members shall be allowed to use the corporation's name in any manner, other than the right of buyers to claim the origin of the product, as defined by the Events/Marketing Committee and approved by the membership. No member shall use the corporation's name in such a way as to imply that the member has sole possession of that name for a type of business, product, or place.

(h) The use of the corporation's name shall be in such a manner as not to imply the sole possession of that name for any single type of business operation. All agricultural products produced and processed in El Dorado County may be identified by the use of the corporation's name if used in conjunction with the member's name and address and if the member's name is displayed more prominently than the corporation's name. On non-agricultural products individual growers and producers shall not have the right to use the corporation's name unless authorized by the Board. Any product mislabeling is prohibited.

(i) The use of the corporation's name in advertising or promotion by individual growers at the wholesale level shall be approved by the Board of Directors and may be subject to paying the association a royalty.

(j) Members shall conduct their business in a manner that is consistent with the purposes of the corporation.

(k) The use of the corporation's name by any member of the organization to endorse a candidate for political office is prohibited.

ARTICLE XII
Annual Report

An annual report shall be prepared and submitted to the general membership by the Treasurer no later than ninety (90) days after the close of the corporation's fiscal year. Such report shall contain the following information:

(1) A balance sheet of the end of the fiscal year, an income statement, and a statement of changes in financial position for the fiscal year.

(2) A statement of the place where the names and addresses of the current members are located.

(3) Any information required by California Corporations Code Section 8322.

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

ARTICLE XIII

Maintenance and Inspection of Corporate Records

Section 1. Maintenance and Inspection of Articles and Bylaws.

The corporation shall keep at its principal executive office the original or a copy of its 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.

Section 2. Access to Membership List.

Any member must seek approval from the Board of Directors to have access to the Membership List for a purpose reasonably related to such person's interest as a member.

(1) With approval of the Board of Directors a member may inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation. The demand shall state the purpose for which the inspection rights are requested; or

(2) With approval of the Board of Directors a member may obtain from the Secretary of the corporation,

upon written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before ten (10) business days after the demand is received or after the date specified in the demand as the date as of which the list is to be compiled.

(3) An individual may not use the list of members' names, addresses, phone number, and email for personal or business purposes without prior approval by the Board of Directors.

Section 3. Maintenance and Inspection of Other Corporate Records.

Maintenance of the accounting books, records, and minutes of proceedings of the members, the Board of Directors, and any committees of the corporation shall be the responsibility of the Secretary of the corporation and shall be kept at a place designated by the Board of Directors.

Upon approval of the Board of Directors the minutes and accounting books and records shall be open to inspection on the written demand of any member at any reasonable time for a purpose reasonably related to the member's interests as a member.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents.

ARTICLE XIV
Amendments

Section 1. Power of Members.

New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a two-thirds majority of the votes at a duly held meeting at which a quorum is present.

ARTICLE XV
Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these Bylaws.