

**Cultural and Community Development Grant Application
FY 2013-14**

Event/Project/Organization for which funds are requested: Special Wine Country Insert section to the SF Chronicle

Event/Project Location: SF Chronicle distribution area

Name of Organization: El Dorado Wine Grape Growers

Address of Organization: P.O. Box 2121, Placerville, CA 95623

Website: eldoradograpes.com

Name of Contact Person: Elizabeth Standeven

Telephone Number: (530) 417-6201

E-mail address: 12elizst@gmail.com

Total Amount Requested: \$5,000

C.A.O.
EL DORADO COUNTY
2013 AUG -8 PM 4:31

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

We are requesting funds to use as matching funds to help buy an 8 to 12 page special insert to the SF Chronicle that would promote El Dorado Wine country. The Chronicle requires a minimum of \$20,000 in ads to fund an insert section. The sections are about half ad and half editorial and explore all that a wine region has to offer for visitors. The Chronicle runs these inserts periodically for other wine regions including Napa, Sonoma, Lodi, Livermore, etc. Chronicle readers use these sections to plan wine country get-aways and frequent establishments represented in the insert. *see attached example*

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.

This project would be a joint effort between the SF Chronicle staff, specifically Ryan Brown, and the El Dorado Wine Grape Growers, and the El Dorado Winery Association. EDWGGA is an agricultural non-profit corporation with a board of directors. The board consists of 8 members: president, vice president, secretary, treasurer, parliamentarian, past president, and 2 members-at-large. Please see the attached by-laws

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:

If awarded, the development funds would be used as matching funds to help businesses or organizations to advertise in the SF Chronicle special section. All funds would go directly to the project. We envision matching up to \$500 per ad for any ad purchased by an El Dorado business or group, i.e. restaurant, bed & breakfast, retail, winery, etc. in this section. This would allow interested parties to either take out larger ads or to afford to advertise with limited budgets.

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

The insert is scheduled for February 2014. Funds would be used in the 3 months leading up to the publication as ads are placed.

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):

This whole project is advertising all the great aspects of El Dorado Wine country to prospective visitors from the Bay Area. Bay Area wine lovers are always looking for new adventures and tastes and El Dorado has a lot to offer.

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.**

This project will support tourism, agriculture and economic development by bringing wine lovers to El Dorado County to visit, stay, taste, and experience all we have to offer. Their tourist dollars will provide jobs and income to a wide variety of businesses in the county from restaurants, to lodging, wineries, farm stands and recreational experiences.

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:**

With this SF Chronicle special wine region section, we expect to draw both wine tourists from other wine regions and to attract tourists that may already be driving through the county on their way to Tahoe/Reno, encouraging them to stop and visit the rest of the county. Measuring economic impact is somewhat difficult, but a coupon or **scanable grid** could be used to gather some data. Anecdotal evidence from other regions' ads indicates significant increases in visits and sale

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's seal or other identifying information could be printed with a short statement about funding from this grant.

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

There are no other sponsorships for this project.

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

If funds are awarded they will be used to match community advertisement dollars. Community Development funds would be at most 1/4 of the funds.

HISTORY OF EVENT/PROJECT/ORGANIZATION

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

The El Dorado Wine Grape Growers organization was incorporated in 1986. The Chronicle has been running these special wine region focused inserts since 2010.

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

The Chronicle has a Sunday readership of 853,284. All of these eyes would potentially see these ads and stories about El Dorado Wine country.

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.

No funds have been received in the past.

BUDGET FOR EVENT/PROJECT

Please detail all revenue and expenditures associated with the event/project/organization for which funds are being requested (only include guaranteed funds, i.e. not the funds being requested that have not yet been approved).

Additionally, for private non-profit and public organizations, please include a copy of the most recently completed financial statement and a copy of the budget for the event or organization for which funds are requested.

Revenue for event/project:

1. Funding/Contributions:

Source	Amount
El Dorado Winery Association	\$3500
El Dorado Grape Growers Assn.	\$1000
other advertisers	\$15,500
Total:	\$20,000

2. Other earnings (i.e. admission fee, retained earnings, sale of products, etc.):

Type	Amount
N/A	
Total:	

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:

Ryan Brown of the SF Chronicle will be selling ads and doing most of the work to produce the insert. Elizabeth Standeven of EDWGGGA will be donating her time to coordinate interested parties and Bob Simmons will be coordinating EDWA member participation.

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>
SEE ABOVE		
Total:		

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: *Elyzabeth Stender*
Title: President
Applicant Organization: El Dorado Wine Grape Growers Assn.
Date: 8/8/13

Return Grant Application No Later than August 16, 2013 at 5:00 PM to:

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

BYLAWS
OF
EL DORADO WINE GRAPE GROWERS ASSOCIATION, INC.
A California Nonprofit Mutual Benefit Corporation

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ARTICLE I

General

SECTION 1. Name. The name of this organization is the El Dorado Wine Grape Growers Association, Inc. ("Association"). This Association is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Code.

SECTION 2. Purpose. The purpose of the Association is to promote the wine grape industry in the County of El Dorado, State of California, by means of the following:

- a) Informing and educating the members about best practices, markets, and current trends for growing quality wine grapes in El Dorado County;
- b) Increasing the recognition and prestige of wine grapes grown in El Dorado County, including the El Dorado and Fair Play American Viticultural Areas;
- c) Uniting the grape growers of the county in an organization for the promotion and protection of their common interest;
- d) Encouraging the development of educational and outreach programs through public agencies and non-profit organizations that share similar goals of this organization.

ARTICLE II

Membership

SECTION 1. Voting Members. A person, firm, partnership, or other entity which grows grapes commercially or is in the process of developing a commercial vineyard ("non-producing") in El Dorado County that pays membership dues and abides by such other conditions prescribed by the Board of Directors ("Board") shall be a voting member of the Association. A commercial vineyard shall be defined as one which sells grapes to wineries or home winemakers. Voting members can be non-producing vineyards for no more than 3 years. The Board may require documentation of commercial or non-producing vineyard status.

SECTION 2. Voting Member Rights. Voting Members shall have the right to vote, as set forth in these bylaws, on the election of directors and officers, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the corporation, and any other matters forwarded to the membership by the Board consistent with these bylaws.

In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

SECTION 3. Associate Members. Any person, corporation, firm, partnership or association that provides services or products to the viticulture or wine industry, or any owner of a non-commercial vineyard in El Dorado County, that pays 50% of voting members dues and meets other such conditions as may be set by the Board, shall be a non-voting member of the Association and shall be known as an Associate Member.

SECTION 4. Honorary Members. This membership is established to honor a person, corporation, firm, partnership, or association that has contributed significantly to the development of viticulture. This membership shall have a non-voting and non-membership fees status and shall be known as Honorary Membership. A candidate for Honorary Membership shall be proposed by the Board and approved by the general membership of the Association.

SECTION 5. Communication. Each voting and associate member shall designate an authorized recipient of all Association distribution. Voting and associate members shall also provide the Association with a current address for receipt of official membership communications, including electronic and postal addresses.

SECTION 6. Annual dues. Notice of annual membership dues as set by the Board shall be communicated to each member by electronic and/or first-class mail in January. The membership year shall run from January 1 until December 31.

SECTION 7. Termination. The membership of any member shall terminate upon the occurrence of any of these events:

- a) Resignation of the member given by written notice to the Secretary, though such resignation shall not relieve the member of any obligation to the Association;
- b) Expiration of the membership year, unless dues are paid for the next membership year within the time frame set by the Bylaws and/or the Board. If dues are not received by March 15, the Board will cause to have sent a notice by electronic mail and/or first-class mail giving 20 days notice prior to termination for non-payment of dues;
- c) The member has become ineligible for reason other than non-payment of dues;
- d) The member is expelled by the Board for conduct unbecoming a member or prejudicial to the aims or reputation of the Association.

If the Board determines that termination of membership is warranted due to either c) or d) above, the member to be terminated shall be given 20 days notice by electronic and/or first-class mail prior to termination and will have the opportunity to appeal the termination to the Board, orally or in writing, not less than 5 days prior to the effective date of the termination. The Board shall consider the Member's statement, if any, and may order that the termination shall not take place, or that it shall take place as stated in the notice to the Member.

ARTICLE III

Meeting of Members

SECTION 1. Frequency. There shall be at least 9 meetings of the members called by the President each calendar year, at least one of which will be a business meeting to coincide with the election of officers and/or directors in November. Most meetings of members will be in the form of seminars, wine tasting, and/or other activities of an educational or social nature. Special meetings may be called by the Board, the President, or 5% or more of the members. Meetings called by the members shall be by written request to the Chair of the board or the president or any vice president or the secretary who shall set a date not less than 35 and not more than 90 days after receipt of the request. The request shall state the general nature of the business proposed to be transacted at the special meeting. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice.

SECTION 2. Notice of Meetings. Written or printed notice of every regular or special meeting shall be sent by electronic and/or first-class mail to each member not less than 10 days prior to each meeting. The notice shall contain the agenda with the specific objective(s) of the meeting and the time and place of the meeting.

SECTION 3. Quorum. 15% of the voting members shall constitute a quorum for general business, unless notice of the general nature of a matter to be voted on was not provided in the meeting notice. In the latter case, at least one-third of the membership must be present to vote on such an item.

Certain business shall require 51%. These are:

- a) Removal of officers and/or directors;
- b) Changing bylaws.

No business requiring votes shall be conducted unless the relevant quorum is present. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of members, if any action taken or decision is approved by at least a majority of the required quorum for that meeting.

SECTION 4. Voting. Each voting member shall have only one vote. The vote shall be cast by the person designated to vote by the member. An affirmative vote of a simple majority of voting members shall cause a motion to pass. Voting by proxy is not permitted. Absent members may vote on specific questions, other than removal of directors, by ballot transmitted to the Secretary by electronic or first-class mail prior to the meeting. Such ballots shall be counted only at the meeting at which the vote is taken provided all members have been notified as to the exact wording of the motion to be voted on. The absent member shall attach a copy of the motion to the vote.

ARTICLE IV

Officers

SECTION 1. Officers. The officers of the Association shall be a President, Vice President, Treasurer, Secretary, and a Parliamentarian. Only Voting Members may serve as officers.

SECTION 2. Duties of Officers.

a) President: The President shall be the executive head of the Corporation and shall preside at all meetings of the directors and members. The President shall create committees and appoint their chairs, shall make such reports to the directors as may be deemed appropriate or as may be required, solicit nominations for elected offices, and shall perform all such duties as are incident to the office or are properly required by the Board. Committee appointments will be at the will and pleasure of the President and shall serve concurrently with the term of the appointing President, unless a different term is approved by the Board.

b) Vice President: In the absence or disability of the President, the Vice President shall exercise all the functions of the President. At meetings in which the President is present but the Parliamentarian is not, the Vice President will assume the role of the Parliamentarian.

c) Secretary: The Secretary shall keep a complete record of all meetings of the Association and of the Board. The Secretary will also keep a complete updated list of membership and send notices of meetings and other publications as directed by the President. The Secretary shall produce and electronically distribute minutes of each meeting in advance of the next scheduled meeting of that type, i.e., members or Board of Directors, and bring at least two copies to that meeting. The Secretary shall tally and document the results of elections.

d) Treasurer: The Treasurer shall have charge and custody of, and be responsible for, all funds of this Association. The Treasurer shall receive money and deposit such monies in the name of the Association in such banks or other depositories as may be designated by the Board and disburse funds of the Association in accordance with authorization of the Board. The Treasurer will keep a set of books showing the financial status and transactions of the Association. The Treasurer shall render a statement of accounts and transactions whenever required by the Board or President and report on the financial status at least annually to the general membership. The Treasurer will inform the Secretary of current paid up membership.

e) Parliamentarian: The Parliamentarian will help assure that the Association is run in accordance with appropriate rules and procedures, including the current Bylaws of the Association. The Parliamentarian will be familiar with the Association's Bylaws and Robert's Rules of Order. The Parliamentarian will attend meetings of members and Board meetings and advise the Board, officers, and/or members at-large on matters of procedure as necessary. The Parliamentarian will maintain current copies of the

Association's Articles of Incorporation and Bylaws and the current edition of Robert's Rules of Order.

All Officers are members of the Board.

SECTION 3: Term. Officers serve for two years. The election of officers shall be held at a meeting of members in November, with new officers' terms beginning the day after the election.

When a vacancy occurs in the Officers, nominations will be solicited from the membership, and the vacancy will be filled by a vote of the Board. An officer so-appointed will serve for the remainder of the unexpired term.

SECTION 4: Compensation. Officers shall receive no compensation for their services as officers. However, authorized expenses incurred while fulfilling their duties as officers shall be reimbursable.

ARTICLE V

Board of Directors

SECTION 1. Composition. The Board of Directors ("Board") shall be composed of the President, Vice President, Treasurer, Secretary, Parliamentarian, the immediate past-President, and two representatives from the membership at-large. Only Voting Members may serve as Directors.

SECTION 2. Election of Members At-Large. The members at-large shall be elected by the membership consistent with Article IV, Section 3 of these bylaws.

SECTION 3. Powers. Subject to the limitations of the Articles of Incorporation and of the Bylaws and of the California Mutual Benefit Nonprofit Corporation Code, all corporate powers, and the business and affairs of the Association, shall be exercised by or under the direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers:

a) Execution of Documents. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of, and on the behalf of the Association, and such authority may be confined to the specific instances; and unless so authorized by the Board, no officer, agent, or other person shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

b) Management. The Board may engage clerical help as needed to accomplish the purposes of the Association.

c) Bonds. The Board shall have the authority to require all persons charged by the Association with the responsibility for the custody of any funds to give adequate bond. A

responsible bonding company approved by the Board shall furnish such bonds and the Association shall pay the cost thereof.

d) Audits. At some point a yearly audit of the various books and account by an independent CPA may be desirable. The Board shall determine when the audit is needed and select firm of person to provide this service.

e) Depository. The Board shall have the power to select depositories of the funds of the Association and to determine the manner of receiving, depositing, and disbursing the funds of the Association and shall have the power to change the depository and persons signing such checks at will.

f) Annual Dues. The Board will set the amount of annual membership dues for the following year by December of each year. The Board may not increase the amount of annual dues by more than 10% for a given year without approval at a business meeting of members.

SECTION 4. Term.

a) The officers will serve two-year Board terms concurrent with their terms as officers. The immediate past-President will serve a two-year term commencing with the completion of his/her term as President. In the event that the sitting President serves for more than one term, an additional representative of the membership at-large, preferably one who has previously served as an Association officer, will be elected by the membership to serve for a subsequent two-year term in lieu of the immediate past-President.

b) The two Board members representing the membership at-large shall serve two-year terms staggered with those of the officers and past-president. To initiate the system of staggered two-year terms, directors designated in 2012 shall serve a one-year term, beginning with the close of the November meeting in which they are elected. In subsequent years, each director shall serve for a term of two years or until his or her successor is elected.

SECTION 5. Vacancies

a) Except as provided below, any director may resign by giving written notice to the President or Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for resignation to become 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.

b) Vacancies on the Board may be filled by a majority vote of the directors then in office, whether or not less than a quorum, or by a sole remaining director. Directors so appointed shall be ratified by a vote of the members within 90 days of appointment.

SECTION 5. Compensation. Directors shall receive no compensation for their services as directors. However, authorized expenses incurred while fulfilling their duties as directors shall be reimbursable. No director of this Association nor any other

corporation, firm, or other entity in which one or more of the directors have a material financial interest shall be interested, directly or indirectly, in any contract or transaction unless (1) the material facts as to the transaction and such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon, or (2) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all board members before consideration by the board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote of the interested director.

ARTICLE VI

Board of Directors Meetings

SECTION 1. Frequency and Timing. The Board shall meet at least 7 times each calendar year, at such times and places set by the Board. Board meetings will generally be held in conjunction with, i.e., back-to-back on the same day, scheduled meetings of members so as to facilitate attendance by the general membership. All Association members may attend and participate in such meetings, though voting is limited to the Board members.

Special Board meetings for any specific and limited purpose shall be duly called by the President or by any two Board members. General membership attendance at such special Board meetings will be at the discretion of the President.

SECTION 2. Notice. Notice of the time and place of Board meetings shall be given to all members by electronic and/or first-class mail not less than 5 days prior to the meeting. The notice shall specify the purpose(s) of the meeting.

SECTION 3. Quorum. A majority of the currently serving directors shall constitute a quorum for the transaction of business, except to adjourn. 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 is approved by at least a majority of the required quorum for that meeting.

SECTION 4. Voting. An affirmative vote of a simple majority of the Board members will allow a motion to pass.

ARTICLE VII

Indemnification

This Association shall, to the fullest extent allowed by law:

(a) Indemnify its present and former directors, officers, employees, and other agents against damages and liabilities, including court costs, attorney fees, expenses, judgments, fines, settlements, or other amounts actually and reasonably incurred in the course and scope of their duties or employment on behalf of the Association arising out of their status as such directors, officers, employees, and other agents in connection with any threatened, pending or contemplated action, suit, or proceeding.

(b) Have the right to purchase and maintain insurance on behalf of the Association and on behalf of such persons noted above to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE VIII

Amendments to Bylaws

These bylaws may be amended at any regular or special meeting of the members, provided that the necessary quorum for such a change is represented, by a majority vote of the voting members. Notice of the character of the amendment must be given in the notice of the meeting. However, any such adoption, amendment, or repeal also requires approval by the members of a class if that action would

- (1) Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
- (2) Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
- (3) Increase or decrease the number of memberships authorized for that class;
- (4) Increase or decrease the number of memberships authorized for another class;
- (5) Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or
- (6) Authorize a new class of memberships.

No amendment may extend a director's term beyond that for which the director was elected.

ARTICLE IX

Dissolution

The Association shall use its funds only to accomplish the purposes specified in these Bylaws, and no part of those funds shall be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more charitable or educational organizations based in El Dorado County nominated by the membership and selected by the Board.