

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

**Event/Project/Organization** Entrance Signs  
**for which funds are requested:** \_\_\_\_\_

**Event/Project Location:** 4 Entrances to El Dorado County  
\_\_\_\_\_

**Name of Organization:** El Dorado Winery Association  
\_\_\_\_\_

**Address of Organization:** PO Box 1614  
Placerville, CA 95667  
\_\_\_\_\_  
\_\_\_\_\_

**Website:** www.eldoradowines.org  
\_\_\_\_\_

**Name of Contact Person:** Terrie Prod'hon  
\_\_\_\_\_

**Telephone Number:** (530) 622-1731  
\_\_\_\_\_

**E-mail address:** terrie@mountaukum.com  
\_\_\_\_\_

**Total Amount Requested:** \$5,000.00  
\_\_\_\_\_

C.A.O.  
EL DORADO COUNTY  
2013 AUG 15 AM 9:49

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

We would like to put up entrance signs to the county stating "Welcome to El Dorado Wine Country!" Wording may vary but this is the concept. See concept sketch. This will enhance the signs already created around the county, which enhances the visitor experience to navigate our rural areas.

**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.**

Past Pres: Pam Miller, Single Leaf Winery	DIRECTORS:
Pres: Justin Boeger, Boeger Winery	John Alexander, Colibri Ridge
V. P.: Danica Olivo, Olivo Winery	Jim Taft, Windwalker
Sec: Ann Wofford, Wofford Estate	Teena Hildebrand, Narrow Gate
Treas: Terrie Prod'hon, Mt Aukum Winery	Guy Herriott, Fenton Herriott

**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:**

100% will go to the sign project toward design, permits, and building to extend funds available - organization has budget funds to complete project. We will be matching this two to one.

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

Within one year, pending permitting.

**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):**

People entering El Dorado County by vehicle. Peak month average daily traffic; 50 West (El Dorado Hills) 103,000, 50 East (Echo Summit) 14,700, 49 North (El Dorado/Amador) 2,100, and 49 South (El Dorado/Placer) 8,900.

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.**

The wine industry is a major contributor to the economy of El Dorado County. We bring a lot of people here who do other activities while they are here. Last year it is estimated that over 200,000 people visited the 70-plus wineries in the county.

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:**

Increase tourism by creating awareness of El Dorado County wine industry. This will lead to more overnight stays and increase economy of the county.

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:**

If the county wants it's seal on the signs we would be happy to oblige.

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

El Dorado Winery Association budget funds to complete the project in the amount of \$15,000.00.

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

Will match the funds two to one.

## HISTORY OF EVENT/PROJECT/ORGANIZATON

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

El Dorado Winery Association has been incorporated since 1998, although it existed prior to that.

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

n/a

**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.**

None

**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
Design, permit, build & install signs @	
4 entrances to the county	
<b>Total:</b>	<b>\$20,000.00</b>

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

Type	Amount
N/A	
<b>Total:</b>	

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:

El Dorado Winery Association has a budget of \$15,000.00 in 2014.

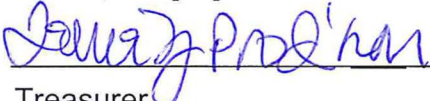
**Expenditures**

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>
N/A		
<b>Total:</b>	0	

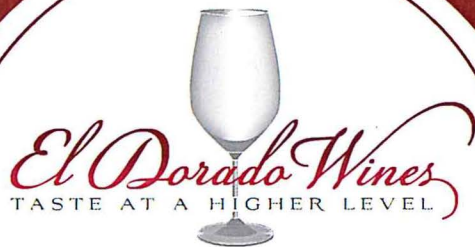
**SUBMITTAL**

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:   
Title: Treasurer  
Applicant Organization: El Dorado Winery Association  
Date: 8/15/13

**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**



W E L C O M E T O  
El Dorado  
Wine Country

*[www.eldoradowines.org](http://www.eldoradowines.org)*



**From EDWA meeting edits  
6/3/11**

**EL DORADO WINERY ASSOCIATION, INC.  
A NONPROFIT MUTUAL BENEFIT  
CORPORATION**

**BYLAWS**

**Table of Contents**

ARTICLE I. OFFICES ..... 3  
    **Section 1.01. Principal Office.**..... 3

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

<b>Section 1.02. Change of Address.....</b>	4
<b>ARTICLE II. MEMBERS .....</b>	4
<b>Section 2.01. Classification and Qualification of Members.....</b>	4
<b>Section 2.02. Eligibility for Membership.....</b>	4
<b>Section 2.03 Privileges and Obligations of Membership.....</b>	5
<b>Section 2.04. Admission to Membership .....</b>	6
<b>Section 2.05. Dues/Fees.....</b>	6
<b>Section 2.06. Assessments .....</b>	6
<b>Section 2.07. Number of Members .....</b>	6
<b>Section 2.08. Membership Book.....</b>	6
<b>Section 2.09. Inspection Rights of Members.....</b>	6
Section 2.10. Certificates of Membership.....	7
<b>Section 2.11. Nonliability of Members.....</b>	8
<b>Section 2.12. Transferability of Membership.....</b>	8
<b>Section 2.13. Termination of Membership.....</b>	8
<b>Section 2.14. Passport Festival.....</b>	10
<b>ARTICLE III. MEETINGS OF MEMBERS.....</b>	11
<b>Section 3.01. Place.....</b>	11
<b>Section 3.02 Regular Meetings.....</b>	11
<b>Section 3.03. Special Meetings.....</b>	12
<b>Section 3.04. Notice of Meetings.....</b>	12
<b>Section 3.05. Contents of Notice.....</b>	12
<b>Section 3.06. Waivers, Consents and Approvals .....</b>	12
<b>Section 3.07. Quorum.....</b>	13
<b>Section 3.08. Loss of Quorum.....</b>	13
<b>Section 3.09. Adjournment for Lack of Quorum.....</b>	13
<b>Section 3.10. Voting of Membership.....</b>	13
<b>Section 3.11. Action Without Meeting by Written Ballot.....</b>	14
<b>Section 3.13. Inspectors of Election.....</b>	15
<b>ARTICLE IV. DIRECTORS .....</b>	16
<b>Section 4.01. Number; Powers; Election.....</b>	16
<b>Section 4.02. Terms of Office.....</b>	17
<b>Section 4.03. Compensation.....</b>	17
<b>Section 4.04. Meetings.....</b>	17
<b>Section 4.05. Action Without Meeting.....</b>	18
<b>Section 4.06. Removal of Directors.....</b>	18
<b>Section 4.07. Resignation of Director.....</b>	19
<b>Section 4.08. Replacement of Director .....</b>	19
<b>ARTICLE V. OFFICERS .....</b>	19
<b>Section 5.01. Number and Titles.....</b>	19
<b>Section 5.02. Appointment and Resignation.....</b>	20
<b>Section 5.03. Signing Authority.....</b>	20
<b>ARTICLE VI. CORPORATE RECORDS, REPORTS AND SEAL .....</b>	20

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

Section 6.01. Keeping Records.....	20
Section 6.02. Annual Report.....	20
Section 6.03. Annual Statement of Certain Transactions and Indemnifications.....	21
Section 6.04. Corporate Seal.....	21
ARTICLE VII. AMENDMENTS OF BYLAWS.....	21
Section 7.01.....	21
CERTIFICATE OF SECRETARY.....	22
OF.....	22
EL DORADO WINERY ASSOCIATION, INC.....	22
A California Nonprofit Corporation.....	22

## ARTICLE I. OFFICES

**Section 1.01. Principal Office.** The principal office of the Corporation (sometimes referred to herein as the “Association” or as “EDWA”) for its transaction of business is located in the City of Placerville and County of El Dorado, California.

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

The mailing address for the Corporation shall be P.O. Box 1614, Placerville, California 95667. This mailing address shall be subject to change by resolution of the members of the Association.

**Section 1.02. Change of Address.** The members are hereby granted full power and authority to change the principal office of the Association from one location to another in the County of El Dorado, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

## ARTICLE II. MEMBERS

**Section 2.01. Classification and Qualification of Members.** The Association shall have only regular members, who shall qualify for membership as set forth herein. The Association shall have the option of maintaining a separate category of “Associates”, who shall qualify for that status as more particularly described elsewhere herein. Associates, however, shall not be members of the Association, and shall have only such rights as may be explicitly set forth herein, specifically excluding voting rights, inspection rights, and all other rights associated with membership.

**Section 2.02. Eligibility for Membership.** In order to qualify for membership a winery must meet all of the qualifications below:

- (1) Own 5 acres of planted wine grapes within El Dorado County (“EDC”), or 75% (by weight) of annually purchased grapes must come from vineyards located within EDC; and,
- (2) Produce a minimum of 500 cases of wine annually; and,
- (3) Be a bonded winery in EDC and maintain a California ABC Type 2 license; and,

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

(4) Have all county, state and federal permits required to operate a winery and tasting room in EDC; and,

(5) More than 50% of the wine produced must be of EDC appellations; and,

(6) Pay annual dues, in such amounts and at such time as may be specified by the Association; and,

(7) Submit annually, at the time of and accompanying the payment of membership dues, a written report to EDWA, in such form, and containing such materials as may be reasonably specified by EDWA, certifying satisfaction of all of the above requirements.

### **Section 2.03 Privileges and Obligations of Membership.**

(1) Full voting privileges.

(2) Eligibility for Board Membership.

(3) Eligibility for committee membership with participation recommended on at least one committee for a 2 year term. Standing committees shall be chaired by winery principles.

(4) Will be listed in the Association's brochure and map at next printing. It is understood that no brochures or letterhead will be thrown away in order to accommodate the listing of new members. The printing of new brochures will be timed to maintain a constant flow of brochures to the marketplace. Any additional charges for artwork to place a member on the brochure map and listing for their name will be borne by that member.

(5) Will be listed in any print or media advertisement as applicable.

(6) Eligibility to be considered for participation in the Association's Passport Festival, per the criteria set forth in Section 2.14 below; and

(7) Placement on the Association website.

(8) Eligibility to participate in Association Events (other than the Passport Festival).

(9) Must timely pay dues and assessments as provided in Sections 2.05 and 2.06.

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

**Section 2.04. Admission to Membership.** Any winery eligible for membership under these Bylaws shall be admitted to membership only in the manner and upon the approvals described herein. An eligible winery seeking membership shall submit an application in such form and in such manner as may be prescribed by the Board of Directors. A secret ballot vote of the Board shall be conducted at the next regular Board meeting to determine the acceptance or denial of the application. The term “secret ballot vote” in this context shall mean that the Board Members shall vote anonymously and the vote of any individual Director shall not be disclosed. Acceptance of the application shall require the affirmative vote of two-thirds (2/3) of the Board Members in attendance. Notice of acceptance or rejection shall be given to the applicant by either electronic transmission as defined in California Corporations Code section 20 or by United States first-class mail postage prepaid, at the option of the Association. If the necessary votes for acceptance are obtained, payment of the initial fee shall be made before the applicant is officially accepted to regular membership. No fee shall be charged for applying for membership.

**Section 2.05. Dues/Fees.** The initial fee payable to the Association by members shall be in the amount of \$1,000.00. Each year thereafter the annual dues payable to the Association by members shall be in such amounts as shall be determined and approved by a two-thirds (2/3) majority of the Board. Dues shall be payable for the first year on admission to membership and annually thereafter in January of each year. A member, on learning of the amount of dues determined by the Board, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues. If a member’s dues have not been paid by February 15, the Association shall send written notice to the member by either electronic transmission as defined in California Corporations Code section 20 or by United States first class mail postage prepaid, at the option of the Association. If the subject dues are not fully paid within fifteen (15) days of the date of such notice, the subject membership will be terminated, as provided in Section 2.13, below.

**Section 2.06. Assessments.** Memberships shall be subject to assessment. The amount of each levy and the method of collection shall be fixed from time to time by vote of a two-thirds (2/3) majority of the members voting. The assessments must be for projects related to the purposes of the Association.

**Section 2.07. Number of Members.** There shall be no limit on the number of members the Association may admit.

**Section 2.08. Membership Book.** The Association shall keep in written form a membership book containing the name address, and electronic mail or facsimile address as applicable, of each member. In the event of termination, of a member, the book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Association and shall be subject to the rights of inspection required by law as set forth in Section 2.9 of these Bylaws.

**Section 2.09. Inspection Rights of Members.**

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

(a) Demand. Subject to the Association's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the Court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Association provides a reasonable alternative as permitted by Section 2.9(c) of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Association, which demand shall state with particularity the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Association, on 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, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state with particularity the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

(b) Members Permitted to Exercise Rights of Inspection. The rights of inspection set forth in Section 2.9(a) of these Bylaws may be exercised by the following:

(1) Any member, for a purpose reasonably related to such person's interest as a member; or

(2) The authorized number of members for a purpose reasonably related to the members' interest as members.

(c) Alternative Method of Achieving Purpose. The Association may, within ten (10) business days after receiving a demand pursuant to Section 2.9(a) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purposes set forth in a demand made pursuant to Section 2.9(a) of these Bylaws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Association fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Association does not meet the proper purpose of the demand made pursuant to Section 2.9(a) of these Bylaws.

Section 2.10. Certificates of Membership. The Association shall not issue membership certificates.

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

**Section 2.11. Non-liability of Members.** A member of the Association shall not solely, by virtue of such membership, be personally liable for the debts, obligations or liabilities of the Association.

**Section 2.12. Transferability of Membership.** Neither the membership in the Association nor any rights in the membership may be transferred for value or otherwise.

**Section 2.13. Termination of Membership.**

(a) Causes. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

(1) The voluntary resignation of a member with notice as prescribed by Section 2.13(b) of these Bylaws;

(2) A change in ownership of the member winery; a change in ownership shall be deemed to have occurred whenever there is a change in the controlling interest of the member winery, regardless of whether the member winery is owned directly by individuals or is an entity owned by shareholders or members or otherwise. Notwithstanding the foregoing, membership may be continued for the new owners if, upon written application from such new owners submitted within sixty (60) days of such ownership change, such continuation is thereafter approved by a two-thirds (2/3) vote of the Board members in attendance. In the event the continuation of the subject membership is approved in the manner just described, all rights and obligations of the terminated membership (including without limitation participation in the Passport Festival) shall be revived without payment of additional dues or fees and, upon request of the Board, the new owners shall execute a written acknowledgement thereof;

(3) The nonpayment of dues or assessments within the period described in Section 2.05 above.

(4) For actions or behaviors which are considered detrimental to the reputation of the Association, as determined within the sole discretion of the Board of Directors by a two-thirds (2/3) vote thereof.

(b) Resignation by Giving Notice. The membership of any member of the Association shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Association personally, transmitted electronically as defined in California Corporations Code section 21 or deposited in United States first-class mail, postage prepaid.

(c) Right to Hearing Upon Notification of Termination. Terminations based upon causes specified in Section 2.13(a) shall be effective as provided therein. The termination

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.



of the membership of any member by the Association shall be accompanied by a written notice of the Board of Directors notifying the member of the termination and stating the reasons therefore. The notice shall be given personally to such member, transmitted electronically as defined in California Corporations Code section 20 or sent by first-class or registered mail to the last address of such member as shown on the records of the Association. Such member shall then have thirty (30) days from the date of the notice to submit to the Association a written request for a hearing on the matter of termination. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than thirty (30) days after the date of the member's written request for a hearing. The hearing shall be conducted at Placerville, California, by a quorum of the Board of Directors (the "Hearing Panel"). The hearing shall be presided over by the President of the Association, who shall perform the following duties:

- (1) Read the charges against the subject member;
- (2) Any evidence may be received that is relevant and material to the charges against the subject member, such being within the reasonable discretion of the President. The Hearing Panel shall not be bound by formal rules of evidence required of a formal court hearing.
- (3) Hear any other witnesses against the subject member, and review such affidavits, exhibits, reports and other evidence as the President deems relevant to the charges against the subject member.
- (4) Allow, within the President's reasonable discretion, the subject member to cross-examine each witness following the testimony of that witness;
- (5) Allow, within the President's reasonable discretion, the subject member to make a statement of his or her own behalf;
- (6) Allow, within the President's reasonable discretion, the subject member to call witnesses in his or her own behalf; and
- (7) Allow the members of the Hearing Panel conducting the hearing to question the witnesses after they have been questioned by the subject member.

The Hearing Panel shall conduct the hearing in good faith and in a fair and reasonable manner. The Hearing Panel shall have the exclusive power and authority to decide that the proposed termination not take place. At the conclusion of the hearing, the Hearing Panel shall retire to a closed meeting of the members of the Hearing Panel at which time the Hearing Panel shall decide whether or not the subject termination should be confirmed or reversed; a two thirds (2/3) vote shall be required to reverse the termination, failing which it shall be deemed confirmed. In the event the Hearing Panel determines that the proposed termination should be

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

confirmed, the matter is final and no other proceedings shall be required. In the event the Hearing Panel determines by two-thirds (2/3) vote that the termination should be reversed, then and in that event, the Hearing Panel shall present its recommendations to the full Board at its next regular meeting to determine whether the termination of the membership of the member should be reversed. The simple majority vote of the Board will be required for confirmation or reversal of termination of membership set forth in Section 2.13(a), Subsections (1) through (3), whereas confirmation of a termination of membership pursuant to Section 2.13 (4), where the Hearing Panel has recommended that the termination be reversed, shall require a two-thirds (2/3) majority of the Board.

For terminations based upon Section 2.13(a) (4) above, at any time prior to confirmation of such termination by a vote of the Board, the Board shall have the authority and discretion to negotiate with such member and to enter into a settlement or other agreement with such member reasonably calculated to address the underlying termination issues in a manner perceived as satisfactory by the Board, within its discretion. Nothing herein, however, shall be construed to require the Board to negotiate with such member or enter into any such agreement.

(d) Effect of Termination. All rights of a member in the Association and in its property shall cease on the termination of such member's membership; this shall include terminations pending possible reversal under Section 2.13(c), above. Specifically, but without limitation, a member's right to attend meetings of members, to participate in marketing activities or to participate in the Passport Festival shall cease upon termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, arising from contract or otherwise. The Association shall retain the right to enforce any such obligation or obtain damages for its breach. In the event that a termination is later reversed, such member's obligation to pay dues, assessments and fees shall be revived at the time of such reversal.

#### **Section 2.14. Passport Festival.**

(a) The Passport Festival is an annual event presented and operated by the Association. Effective upon approval of these amended Bylaws, all members who participated in the most recent Passport Festival shall be required to continue to participate annually therein, for so long as they are members of the Association and for so long as the Association chooses to present and operate the Passport Festival; provided, however, that a member currently participating in the Passport Festival may petition the Board to be permitted to discontinue that participation, in the manner described below.

(b) The total number of member wineries participating in the Passport Festival shall be limited to all eligible members in good standing at the date of adoption of these revised Bylaws; provided, however, that the total number of member wineries participating in the Passport Festival may be amended by majority vote of the Board to include all full members.

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

(c) A member currently participating in the Passport Festival may petition the Board to discontinue such participation by submitting a written request to the Board. If, at the time of the submission of such petition, there is a standing Passport Committee, the petition will initially be reviewed by such committee, with a recommendation made to the Board. If no such committee is standing, the Board may create and appoint such committee, failing which, the petition will be directly considered by the Board. The granting of any such petition shall be within the discretion of the Board.

(d) Members not presently participating in the Passport Festival, but who wish to be considered for participation must meet all the requirements set by the Board at that time and must have previously submitted to the Association written notice of their willingness to become participants in the Passport Festival. At such time as a vacancy opens within the list of participating wineries, the Board shall consider the list of applicants on a “first come, first served” basis; provided, however, that any applicant winery must satisfy such criteria as may be established by the Board at the time. Such criteria may, but need not necessarily include considerations of whether the winery’s facility is sufficient to handle traffic and parking for the event. Confirmation of the first qualified applicant shall be by a majority vote of the Board. The newly-approved Passport Festival participant winery shall, upon approval, pay a one-time administrative fee of \$1,000 to the Association.

Passport Checklist listed in Procedures & Policy document.

## ARTICLE III. MEETINGS OF MEMBERS

**Section 3.01. Place.** Meetings of members shall be held at the principal office of the Association or at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

**Section 3.02 Regular Meetings.** The members shall meet at least one (1) time each calendar year for the purpose of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are fixed in Section 4.02 of these Bylaws. If the election of Directors shall not occur at any such meeting of the members, or without a meeting by written ballot pursuant to Section 3.11 of these Bylaws, the Board shall or Five Percent (5%) of the members may cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

**Section 3.03. Special Meetings.** Special meetings of members shall be called by the Board of Directors or the President of the Association and held at such place within California as is fixed in Section 3.01 of these Bylaws for regular meetings of members or at such times and places within California as may be ordered by resolution of the Board of Directors or by Five Percent (5%) of the members of the Association. Five percent (5%) or more of the members of the Association may call special meetings for any lawful purpose.

**Section 3.04. Notice of Meetings.** Written notice of every meeting of members shall be either personally delivered or mailed by first-class or registered or certified United States mail, postage prepaid, or sent electronically to such e-mail address or fax number as provided by a given member, not less than 10 nor more than 90 days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event given by mail or electronic transmission, other means of written communication, the notice shall be addressed to the members at the address electronic address of such member appearing on the books of the Association or at the address given by the member to the Association for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Association or by publication in any newspaper of general circulation in the county in which the principal office of the Association is located or as otherwise provided in California Corporations Code section 20 . The Secretary of the Association, or any transfer agent specially designated by the Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the Chairman of the Board or the President of the Association shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

No meeting of members may be adjourned more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

**Section 3.05. Contents of Notice.** The notice shall state the place, date and time of the meeting. In the case of regular meetings, notice shall state those matters which the Board, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

**Section 3.06. Waivers, Consents and Approvals.** The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records.

**Section 3.07. Quorum.** A quorum at any meeting of members shall consist of one-third (1/3) of the voting power of the Association, represented in person.

**Section 3.08. Loss of Quorum.** The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

**Section 3.09. Adjournment for Lack of Quorum.** In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

**Section 3.10. Voting of Membership.**

(a) Entitlement. Each member is entitled to one (1) vote on each matter submitted to a vote of the members.

(b) Indivisible Interest in Single Memberships. Single memberships in which two or more persons have an indivisible interest shall be voted as set forth in Section 3.10(c) of these Bylaws relating to the voting of memberships in two or more names.

(c) Memberships in Two or More Names. Where a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons have the same fiduciary relationship respecting the same membership, unless the Secretary of the Association is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: any such person may cast the vote for the subject membership, but any such membership shall be entitled to only one (1) vote on each matter submitted to a vote of the members and such vote shall bind all persons or entities in whose name said membership stands.

(d) Record Date of Membership. The record date for the purpose of determining the members entitled to notice of any meeting of members is forty (40) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of members.

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

(e) Cumulative Voting. Cumulative voting shall not be authorized for the election of Directors or for any other purpose.

(f) Proxy Voting. Members shall not be entitled to vote by proxy.

### **Section 3.11. Action Without Meeting by Written Ballot.**

(a) Ballot Requirements. Subject to the limitations specified in Section 3.11(b) of these Bylaws, any action which may be taken at any regular or special meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirements:

(1) The Association provides a written ballot , either given personally, transmitted electronically as defined in California Corporations Code section 20 or sent by first-class or registered mail to the last address of every member entitled to vote on the matter;

(2) The ballot sets forth the proposed action, provides an opportunity to specify approval or disapproval of any proposal, and provides a reasonable time within which to return the ballot to the Association either by personal delivery, electronic transmission as defined in section 21 of the California Corporations Code; or by United States first-class mail;

(3) 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

(4) The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(b) Limitations Pertaining to Election of Directors. Directors may be elected by written ballot as set forth herein.

(c) Solicitation of Ballots. Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.04 of these Bylaws and of voting by written ballot set forth in Section 3.11(d) of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitations shall specify the time by which the ballot must be received in order to be counted.

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

(d) Voting by Written Ballot. The form of written ballot distributed to ten (10) or more members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member “withheld” 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.

(e) Revocation of Ballot. A written ballot may not be revoked.

### **Section 3.12. Conduct of Meetings.**

(a) Chairman. The President of the Association or, in his or her absence, and in order of succession, the Vice-President, Secretary, Past President or Treasurer, or any other person chosen by a majority of the voting members present in person shall be Chairman of and shall preside over the meetings of the members.

(b) Secretary of Meetings. The Secretary of the Association shall act as the Secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

(c) Rules of Order. The Robert’s Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Association or the law.

(d) Recording Meetings. No sound or video recordings of the proceedings of any meeting of members shall be permitted, whether electronic or otherwise; provided, however, that the Secretary may make a contemporaneous recording of any meeting of members for the purpose of preparing the minutes of such meeting, but provided further that such recording shall be erased or otherwise destroyed following formal approval of the relevant minutes.

### **Section 3.13. Inspectors of Election.**

(a) Appointment. In advance of any meeting of members, the Board may appoint any persons, other than candidates for office, as Inspectors of Election to act at the meeting and any adjournment thereof. If the Inspectors of Election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of any member shall, appoint Inspectors of Election at the meeting. The number of Inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

more member, the majority of members represented in person shall determine whether One (1) or Three (3) Inspectors are to be appointed.

(b) Duties. The Inspectors of Election shall perform the following

(1) Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum;

(2) Receive votes, ballots or consents;

(3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;

(4) Count and tabulate all votes and consents;

(5) Determine when the polls shall close;

(6) Determine the results; and

(7) Do such acts as may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

(c) Vote of Inspectors. If there are three (3) Inspectors of Election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

(d) Report and Certificate On request of the Chairman or any member the Inspectors of Election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the Inspectors shall be prima facie evidence of the facts stated therein.

## ARTICLE IV. DIRECTORS

**Section 4.01. Number; Powers; Election.** The Directors shall be known as the Board of Directors. The total number of Directors shall be nine (9). All Directors must be affiliated by employment or ownership with members in good standing of the Association; provided, however, that, at any given time, no more than one (1) Director may be affiliated with a particular member. Vacancies on the Board of Directors shall be filled by majority vote of the

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.



members. Of the Directors who are not also officers, as described in Section 5.1 below, a minimum of one (1) shall be affiliated (as described above) with a member whose EDC principal place of business (as listed on the permits referenced in Section 2.02(4) above) is located north of the North Fork of the Cosumnes River and a minimum of one (1) shall be affiliated (as described above) with a member whose EDC principal place of business (as listed on the permits referenced in Section 2.02(4) above) is located south of the North Fork of the Cosumnes River. Subject to any limitations in the Corporations Code or as otherwise set forth in these Bylaws, all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board shall be responsible for and shall have the authority to conduct the activities and affairs of the Association, to make all decisions with respect to the day-to-day operations of the Association, to set all policies and procedures to govern the Association and its members and shall have such other powers as may be specified in these Bylaws.

**Section 4.02. Terms of Office.** Each Director shall hold office for two (2) years, provided that he or she maintains a regular membership, in good standing, in the Association.

**Section 4.03. Compensation.** The Directors shall serve without compensation.

**Section 4.04. Meetings.**

(a) Call of Meetings. Meetings of the Board may be called by the President or any Vice-President or the Secretary or any two (2) Directors.

(b) Place of Meetings. All meetings of the Board shall be held at the El Dorado County Agricultural Office or at such other place as from time to time may be designated by a vote of the Board of Directors.

(c) Time of Regular Meetings. Regular meetings of the Board shall be held monthly, without call or notice, on the first Monday of each month or at such other times and places as otherwise properly designated and noticed by the Board.

(d) Special Meetings. Special meetings of the Board may be called by the President or any Vice-President or the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days' notice by first class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or electronic mail or facsimile. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meetings. Directors may participate in such meetings electronically or telephonically, so long as all parties are able to hear and respond to all the other Director participating electronically or telephonically.

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

(e) Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise herein specified; provided, however, that for a valid quorum, a minimum of two (2) of the Directors present must be officers of the Association and a minimum of two (2) of the Directors present must not be officers of the Association.

(f) Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

(g) Conduct of Meetings. The President or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Association or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone, electronic communication or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

(h) Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**Section 4.05. Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing as indicated by electronic mail or hardcopy to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

#### **Section 4.06. Removal of Directors.**

(a) Removal for Cause. The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of Court;
- (2) The Director has been convicted of a felony; or

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

(3) The Director has been found by a final order or judgment of any Court to have breached duties imposed by Section 7238 of the Corporations Code on Directors who perform functions with respect to assets held in charitable trust, or

(4) Loss of regular membership in good standing.

(5) The Director is no longer affiliated by employment or ownership with a member in good standing.

(6) The Director has had in excess of two (2) unexcused absences from regularly scheduled Board meetings in any twelve (12) month period and a majority of the remaining Board determines by majority vote that removal of the subject Director is appropriate. The Board Members, other than the affected Director, shall, by majority vote, determine whether any particular absence from a regularly scheduled Board meeting is deemed excused or unexcused.

(b) Removal Without Cause. Any or all of the Directors may be removed without cause if, where the Association has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the Association has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

**Section 4.07. Resignation of Director.** Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Association. The resignation shall be effective upon receipt unless the notice specifies a later time for the effectiveness of such resignation. Written notice of resignation may be given in person, electronically as provided in section 21 of the California Corporations Code or by United States first-class mail.

**Section 4.08. Replacement of Director.** Following the removal or resignation of any Director, the members shall, by majority vote, elect a new Director to fill the vacancy, either at a special meeting, or at the next regular meeting of the membership, whichever first occurs.

## ARTICLE V. OFFICERS

**Section 5.01. Number and Titles.** The officers of the Association shall be a President, a Vice-President, Secretary, Past President and a Treasurer. The President shall plan and conduct designated meetings. The Vice-President, in the absence or disability of the President,

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

shall perform the duties of the President. The Secretary shall keep a complete record of all meetings of the Association. The Secretary shall also maintain a complete updated list of the membership and said notices of the meetings and other publications as directed by the President. The Secretary shall provide minutes of each meeting at the next regularly scheduled meeting. The Treasurer shall keep a set of books showing the financial status and transactions of the Association. The Treasurer shall prepare a written report to be submitted for approval at each meeting. The office of the Past President shall be filled by the former President whose term has most recently ended. Should that person resign or decline to serve, the members shall fill that office as provided in Section 5.02 below.

**Section 5.02. Appointment and Resignation.** The officers shall be chosen by and serve two (2) year terms at the pleasure of a majority vote of the members; provided, however, that all officers must be members of the Board. Any officer may resign at any time on written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the officer is a party. Written notice of resignation may be given in person, electronically as provided in section 21 of the California Corporations Code or by United States first-class mail.

**Section 5.03. Signing Authority.** Any officer of the Association, acting alone, shall have the power and authority to sign instruments on behalf of the Association.

## **ARTICLE VI. CORPORATE RECORDS, REPORTS AND SEAL**

**Section 6.01. Keeping Records.** The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

**Section 6.02. Annual Report.** The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321(a). Except where the Corporation does not have more than One Hundred (100) members or more than Ten Thousand Dollars (\$10,000) in assets at anytime during the fiscal year, on the written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than One Hundred and Twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; (2) a

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.

statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnifications required by Corporations Code Section 8322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

**Section 6.03. Annual Statement of Certain Transactions and Indemnifications.** The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

**Section 6.04. Corporate Seal.** The Board of Directors shall adopt a corporate seal which shall be in the following form and design: El Dorado Winery Association, Inc. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

## **ARTICLE VII. AMENDMENTS OF BYLAWS**

**Section 7.01.** These Bylaws may be amended or repealed in whole or in part, and new Bylaws adopted by a vote or written consent of two-thirds of voting members at any regular or special meeting of the membership, provided notice of said action is given by electronic mail or postal mail in accordance with the terms of these Bylaws.

{00041796.DOC; 1}

El Dorado Winery Association Bylaws

Last revisions: August 9, 1988, August 1, 1996, December 1, 1997, February 1, 1999, November 2, 1999, December 9, 2000, December, 2002, March, 2004, and June, 2004. This version adopted January 1, 2009. Revised and adopted June 3, 2011.