

BYLAWS

OF

**SAN JOAQUIN VALLEY WINEGROWERS ASSOCIATION
(a California nonprofit mutual benefit corporation)**

ARTICLE I.

General Provisions

Section 1. Name. The name of this corporation is SAN JOAQUIN VALLEY WINEGROWERS ASSOCIATION (hereafter referred to in these bylaws as "SJVWA" or "corporation").

Section 2. Principal Office. The principal office for the transaction of business of the corporation shall be located in California. The Board of Directors ("Board") shall have the authority to set and change the precise location of the principal office so long as the principal office remains in the State of California. The corporation may also have offices at such other places within or without the State of California where it is qualified to do business, as its business may require and as the Board may from time to time designate.

Section 3. Purposes and Limitations. The corporation is a NONPROFIT MUTUAL BENEFIT CORPORATION organized under California law. The corporation is formed for the purpose of engaging in any lawful act or activity for which a nonprofit mutual benefit corporation may be organized under the law.

The specific purpose of this corporation is to improve business conditions for the winegrape and wine industry in the San Joaquin Valley area of California, to provide an educational and research forum for the industry, and to create a positive regulatory environment for growers and vintners in the San Joaquin Valley.

ARTICLE II.

Members

Section 1. Voting Members. SJVWA is organized with members, but without capital stock. Any person engaged in the production of winegrapes for commercial purposes in the San Joaquin Valley area of California (South of State Route 4), or any winegrape growers cooperative in that geographic area, shall be eligible for voting membership in SJVWA.

A cooperative entity admitted to membership shall be counted as one voting member and shall have one vote. The grower members of a cooperative may also join separately and have their own voting membership and one vote.

Any such person shall be eligible for voting membership on approval by the Board (or by an individual designated by the Board to make such approvals) and the payment of such dues and fees as the Board may fix from time to time. Voting members of SJVWA shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

Each voting member shall designate in writing the individual who shall exercise the voting rights and other privileges on behalf of the member. The designation shall be filed with the Secretary of the corporation and shall be maintained with the corporate records. Said designation may be changed by written notice to the Secretary of the corporation.

Section 2. Non-voting Associate Members. SJVWA may also admit associate members who shall be non-voting members of the corporation. Any person who is not eligible for voting membership, including but not limited to individuals, businesses, nonprofit organizations, universities, or government entities that are interested in the purposes of SJVWA may submit a written request for associate membership to the Board or the Secretary of the SJVWA.

Any such person shall be eligible for associate membership on approval by the Board (or by an individual designated by the Board to make such approvals) and the payment of such dues, fees, and assessments as the Board may fix from time to time. Associate members shall be non-voting members of the corporation and shall not have any of the voting rights afforded voting members under the California Nonprofit Mutual Benefit Corporation Law.

Section 3. Dues, Fees and Assessments. The dues, fees and assessments for voting and non-voting members of the corporation shall be set by the Board. The dues level for voting members shall be equal. However, the Board may create different dues levels for different types of associate members.

Section 4. Good Standing. Those SJVWA members who have paid the required dues, fees, and assessments, who conduct themselves in accordance with any code of ethics established by the corporation, and who are not in violation of any bylaw, rule, or policy of the corporation, shall be members in good standing.

Section 5. Termination of Membership. Membership shall terminate on the occurrence of any of the following events:

- (a) Resignation of a member upon notice to the corporation;

- (b) Failure of a member to pay any dues or assessments within the period of time fixed by the Board after they become due and payable;
- (c) Expulsion pursuant to Sections 6 and 7 of this Article.

Section 6. Suspension or Expulsion from Membership. Any SJVWA member may be suspended or expelled in accordance with Section 7 of this Article, based on the good faith determination by the Board, or a committee authorized by the Board to make such a determination, that the member has failed in a material and serious degree to comply with the corporation's Articles of Incorporation, bylaws, code of ethics if any, or any law applicable to the corporation and its members, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

A person whose membership is suspended shall not be a member in good standing during the period of suspension.

Section 7. Procedure for Suspension or Expulsion. If grounds appear to exist for suspension or expulsion of a member under this Article, the procedures set forth below shall be followed:

- (a) The member shall be provided at least 15 days prior notice of the proposed suspension or expulsion and the reasons for the proposed suspension or expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first class or express mail to the member's last address as shown on the corporation's records. However, facsimile or electronic mail may be used for this notice if the member has consented to such methods of notice and if the corporation reasonably believes that the member will receive the notice.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee authorized by the Board to determine whether the suspension or expulsion should take place.
- (c) The Board or authorized committee shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board or committee shall be final.
- (d) Any action challenging a suspension or expulsion of membership, including a claim alleging defective notice, must be received by the corporation within one year after the effective date of the suspension or expulsion.

Section 8. Effect of Suspension or Expulsion. All rights of a member of the corporation shall cease upon suspension or expulsion from membership. In the case of expulsion, the member's membership in the corporation shall terminate on the effective date of the expulsion. However, suspension or expulsion shall not relieve the member (or former member) of any existing obligations to the corporation.

Section 9. No property Rights/No Withdrawal Value. Membership in the corporation does not constitute an ownership interest in any asset of the corporation at any time. If a membership is terminated for any reason, the corporation shall not be liable for the payment of any amount whatsoever to the member. Each member is received into membership on his/her/its express agreement to this provision.

Section 10. Transfer of Memberships. A membership or any right arising from membership may not be transferred to another person without the prior written approval of the Board.

Section 11. Limitations. No person shall hold more than one membership in the corporation. For purposes of these bylaws, "person" is defined as any individual, business entity, nonprofit organization, state or federal agency, or institution.

Section 12. Liability of Members. Except as provided by law, no member is liable for the corporation's debts, liabilities, or obligations.

Section 13. Meetings of Members.

- (a) Place of Meetings. Meetings of the members shall be held in any place designated by the Board. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.
- (b) Annual Meeting. An annual meeting of the members shall be held each year at a time and location determined by the Board. At this meeting, any proper business may be transacted, subject to any limitations in law or these bylaws. Written notice of the annual meeting shall be given to all members of the corporation, and the board of directors, in accordance with the procedures provided in subsections (d) and (e) below. Only voting members of SJVWA as described in Section 1 above may vote at the SJVWA annual membership meeting.
- (c) Special Meetings of the Members. Other meetings of the members ("special meetings") may be called at any time by 1) the Board, (2) the Chairperson of the Board, or (3) five percent of the membership.

A special meeting of members shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the Chairperson or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the

members entitled to vote, in accordance with subsections (d) and (e) below, stating that a meeting will be held at a specified time and date. If the meeting is called by anyone other than the Board, the meeting date shall be at least thirty-five (35), but not more than ninety (90) days after receipt of the request. If the Board calls the meeting, the meeting date may be any date for which appropriate notice is given in accordance with subsections (d) and (e) below. If notice of a requested special meeting is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice.

- (d) Notice Requirements for Members' Meetings. Written notice of any membership meeting shall be given, in accordance with these bylaws, to each voting member of the corporation. Subject to any additional requirements in law or these bylaws, the notice shall state the place, date and time of the meeting, the means of electronic transmission by and to the corporation (Corporations Code Sections 20 and 21) or electronic video screen communication, if any, by which members may participate in the meeting, and the general nature of the business to be transacted, and no other business may be transacted. 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 members.
- (e) Manner of Giving Notice for Meetings. Except as otherwise provided in these bylaws or by law, notice of any meeting of members shall be given 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; provided, however, that if notice is given by mail, and the notice is not mailed by first-class or express mail service, then that notice shall be given not less than 20 days before the meeting.

Notice of a members' meeting or any report shall be given personally, by electronic transmission (Corporations Code sections 20 and 21), or by regular, bulk, or express mail service, addressed to a member at the address of the member appearing on the books of the corporation or given by the member to the corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of the corporation is located. An affidavit of giving of any notice or report in accordance with the provisions section, executed by the Secretary, shall be prima facie evidence of the giving of the notice or report.

Notice given by electronic transmission by the corporation under this subdivision shall be valid only if it complies with Corporations Code Section 20. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the corporation after either of the following:

(1) The corporation is unable to deliver two consecutive notices to the member by that means.

(2) The inability to so deliver the notices to the member becomes known to the Secretary or other person responsible for the giving of the notice.

Section 14. Waiver of Notice or Consent. The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each member who is not present in person, signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of members. All such waivers, and consents, or approvals shall be filed with the corporate records or made a part of the minutes.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting, but not so included, if that objection is expressly made at the meeting.

Section 15. Quorum. Fifteen percent (15%) of the voting members shall constitute a quorum for the transaction of business at any meeting of members. Provided, however, that if any meeting of members is actually attended by less than one-third of the voting power, the only matters that may be voted on are those for which the general nature of the action was specified on the notice of the meeting.

Section 16. 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 notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum (or by a greater number if required by law or by the articles of incorporation or these bylaws). Any meeting may be adjourned by a majority of those members in attendance, whether or not a quorum is present.

Section 17. Act of the Members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by law, or by the articles of incorporation or these bylaws.

Section 18. Eligibility to Vote/Number of Votes. Voting members entitled to vote at any meeting of members or by ballot shall be all those voting members in good

standing as of the date the vote is taken. Each voting member shall be entitled to one vote at any annual or special meeting of members.

Section 19. Proxies. Proxy voting is not allowed.

Section 20. Action of Members by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following procedure.

The Chairperson of SJVWA shall cause a ballot to be distributed to each voting member in accordance with Section 13(e) of this Article.

Any written ballot pursuant to this section shall: 1) set forth the proposed action, 2) provide an opportunity to specify approval or disapproval of any proposed action, and 3) provide a reasonable time within which to return the ballot to the corporation.

The cover letter or memo soliciting ballots 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 action submitted. The solicitation must specify the time by which the ballot must be received by the corporation in order to be counted.

Approval of an action by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot under this section. If directors are to be elected by written ballot and the Board adopts a nomination procedure for the election process, the procedure may provide for a date for the close of nominations prior to the printing and distributing of the written ballots.

A written ballot may not be revoked. All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three years.

ARTICLE III.

Board of Directors

Section 1. Powers of Board of Directors. The Board, subject to restrictions of law, the Articles of Incorporation, and these bylaws, shall exercise all powers of the corporation. Without limitation on its general power, except as specified herein, the Board may do the following:

- (a) Policies. Adopt policies, rules and procedures for the management and operation of the corporation.
- (b) Administration. Employ or retain an individual or management firm to administer the day-to-day activities of the corporation. An individual retained pursuant to this authority, if any, shall be known as the Executive Director. The Board may also employ, retain, or authorize the employment of such other employees, independent contractors, agents, accountants, and legal counsel as it from time to time deems necessary or advisable in the interest of the corporation, prescribe their duties and fix their compensation.
- (c) Bonds. Require officers, agents, and employees charged by the corporation with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond.
- (d) Borrowing money. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporation name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens, and other evidences of debt and securities.
- (e) Gifts. Receive and accept gifts, devises, bequests, donations, annuities, and endorsements of real and personal property, and use, hold and enjoy the same, both as to principal and income, and to invest and re-invest the same or any part thereof for the furtherance of any objects, interests or purposes of this corporation.
- (f) Contributions. Make such contributions as the Board determines are necessary and advisable in furtherance of the interests and purposes of this corporation.
- (g) Fiscal Year. Fix and change the fiscal year of the corporation.
- (h) Seal. Adopt and use a corporate seal provided that the name of the corporation and the state are shown on it. The seal may be affixed to such instruments as the Board shall direct. However, the lack of a corporate seal shall not, by itself, affect the legality of any document executed on behalf of the corporation.
- (i) Contracts. Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the corporation is organized.
- (j) Property. Acquire, construct and possess real and personal property.

- (k) Bank Accounts and Special Funds. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the corporation.
- (l) Committees. Appoint committees as provided in these bylaws.
- (m) Lobbying/Political Activity. Lobby local, state, and federal agencies and officials and engage in political activity on issues important to the members of SJVWA.
- (n) Political Action Committees. Establish and administer local, state and federal political action committees in order to accomplish and further the purposes of the corporation.
- (o) Create and support subsidiary or related entities which the Board believes will enhance the purposes of the corporation.
- (p) Start-up Costs. Authorize the re-payment of the start-up costs for this organization to the individuals and/or organizations that provided such funds, including but not limited to attorney's and accountant's fees and costs, and filing fees for incorporation and for obtaining federal and state tax exempt status for the corporation.
- (q) Other. Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

Section 2. Number/Qualifications.

(a) Number. The Board shall consist of at least 9 but no more than 20 directors, the exact number to be determined by resolution of the Board from time to time.

Of the total number of directors set by the Board at any given time, up to 3 may be appointed by the existing directors as "at-large" directors, and the remaining number of directors shall be elected by and from among the voting members.

(b) Qualifications. Every director must be an individual interested in and committed to the mission and purposes of SJVWA. An elected director must be a voting member of the corporation. An appointed at-large director can be any individual the Board determines will be an asset to the organization and does not need to be a voting member of the corporation.

Section 3. Election/Appointment of Directors. Directors shall be elected at the annual meeting of the membership, or by written ballot in accordance with these bylaws.

Section 4. Terms of Office. The term of office for all directors shall be three years and all directors shall serve until expiration of the term for which elected and until a successor has been elected and qualified. The terms of directors may be staggered using any reasonable method. There shall be no limit on the number of terms a director may serve if he or she remains qualified and elected.

Section 5. Reduction of Number of Directors. No change of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 6. Resignations/Removals. Except as provided below, any director may resign by giving written notice to the Chairperson or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Any director may be removed from the Board by a majority vote of the membership at any properly called and noticed membership meeting where a quorum is present.

Section 7. Vacancies. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director, (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, (c) the vote of the members to remove any director(s), (d) the increase of the authorized number of directors, or (e) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.

Section 8. Filling Vacancies. Vacancies on the Board may be filled by a majority vote of the remaining directors on the Board at any properly called Board meeting. The members may fill any vacancy or vacancies not filled by the Board. Any individual filling a vacancy pursuant to this section shall meet the criteria for election or appointment to that seat. An individual appointed to fill a vacancy shall serve until the end of the term of the director whose vacancy he or she is filling.

Section 9. Annual and Special Board Meetings. An annual meeting of the Board shall be held on the same day as, or the day before or after, the annual meeting of the members. Other meetings ("special meetings") of the Board may be held from time to time on the call of the Chairperson, the Board, or any two directors. The time and purpose for any special meeting shall be set by the person(s) calling such meeting.

Section 10. Notice of Board Meetings. Notice of meetings of the Board, specifying the time and place of the meeting, shall be given to each director at least seven (7) days before the meeting if sent by first-class mail or express mail service, or forty-eight (48) hours before the meeting if personally delivered or delivered by telephone (including a voice messaging system), or by electronic transmission by the corporation (Corporations Code Section 20).

Notice shall be deemed delivered when deposited in the U.S. mail or with an express mail service, or when received if delivered personally or by telephone, or on its confirmation of delivery if by electronic transmission. A notice, or waiver of notice, need not specify the purpose of any meeting of the board.

Section 11. Place and Time of Meetings. Meetings of the Board shall be held at whatever place and time is designated from time to time by the Board or persons calling the meeting and, in the absence of any designation, shall be held at the principal office of the corporation.

Section 12. Board meetings by Telephone or Video Conference or by Electronic Transmission.

Directors may participate in a meeting of the Board through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Corporation Code Sections 20 and 21).

Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

(a) Each director participating in the meeting can communicate with all of the other directors concurrently.

(b) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 13. Waiver of Notice and Consent to Meetings. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 14. Quorum. A majority of the authorized number of directors shall constitute a quorum of the Board for the transaction of business.

Section 15. Act of the Board. Unless otherwise restricted by law or these bylaws, every act or decision done or made by a majority of directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of a director(s), if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section. 16. Adjournment. A majority of the directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 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. Any business that might have been transacted at a meeting as originally noticed may be transacted at an adjourned and rescheduled meeting.

Section 17. Closed Meetings. Any meeting of the Board may be closed by the Chairperson so that only directors and individuals deemed necessary by the Chairperson are present. Members of the corporation who are not directors may attend any Board meeting unless excluded by the Chairperson as described in this Section.

Section 18. Board Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all directors on the board individually or collectively consent in writing to that action. An action by written consent shall have the same force and effect as a unanimous vote of the directors.

Section 19. Compensation of Directors. Directors shall not receive compensation for their services as directors. Directors may, at the discretion of the Board, receive reimbursement for travel and other actual expenses related to activities on behalf of the corporation if authorized by the Board or a committee having such authority.

Section 20. Voting Power. For all purposes, the voting power of each voting director shall be one vote.

Section 21. Property Rights. No director shall have any property rights in any assets of the corporation.

ARTICLE IV.

Officers

Section 1. Officers of the Corporation. The elected officers of the corporation shall be a Chairperson, Secretary, and Treasurer, and may include, at the discretion of the Board, a Vice-Chairperson. The Executive Director, if any, shall be an officer of the corporation, but not an "elected officer". All officers, except for the Executive Director, if any, must be directors.

Section 2. Election of Officers. The elected officers of the corporation shall be elected by the Board from among its directors at the annual Board meeting.

Section 3. Terms of Office; Term Limits. Officers shall serve at the pleasure of the Board for one (1) year terms. There is no limit on the number of terms an officer may serve if she is a director and continues to be qualified and elected by the Board.

Section 4. Removal of Officers. Any elected officer may be removed at any time, with or without cause, by a 2/3 vote of the Board at any properly called meeting where a quorum is present.

Section 5. Resignation of Officers. An officer may resign at any time by giving written notice to the Chairperson or Secretary of SJVWA. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by a majority vote of the directors present at any annual or special meeting of the Board where a quorum is present. The individual filling a vacant officer position shall serve until the end of the term of the officer whose vacancy he or she is filling.

Section 7. Responsibilities of Officers.

(a) Chairperson. The Chairperson of the Board shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no Executive Director, the Chairperson of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the Executive Director of the corporation prescribed by these Bylaws.

(b) Vice-Chairperson. If the Chairperson is absent or disabled, the Vice-Chairperson, if any, shall perform all duties of the Chairperson. When so acting, the Vice-Chairperson shall have all powers of and be subject to all restrictions on the Chairperson. The Vice-Chairperson shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) Secretary.

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

The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and the Bylaws, as amended to date.

(ii) Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of its committees required by these Bylaws. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(iii) If both the Chairperson and the Vice-Chairperson are absent or unable to serve, or if there is no Vice-Chairperson and the Chairperson is absent or unable to serve, the Secretary shall perform all the duties of the Chairperson. When so acting, the Secretary shall have all powers of and be subject to all restrictions on the Chairperson.

(d) Treasurer.

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

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

(e) Executive Director. The Executive Director, if any, may be either an independent contractor or an at-will employee, as appropriate under law. The Executive Director shall be the chief executive officer and general manager of SJVWA and shall supervise, direct, and control the corporation's day-to-day activities, affairs, and administration. The Executive Director shall keep the Board apprised of significant matters relating to the operation of the corporation, its activities, employees, contractors, and financial condition. The Executive Director shall have such other powers and duties as the Board or the Bylaws may prescribe.

ARTICLE V.

Committees

Section 1. Committees of the Board. The Board may create one or more "committees of the Board", each consisting of two or more directors *and no persons who are not directors*, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by a majority vote of the Board. Any such committee, to the extent provided in the Board resolution creating the committee, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

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

(b) Fix compensation of the directors for serving on the Board or on any committee;

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

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

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

(f) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as allowed by the California Corporations Code.

Section 2. Executive Committee. The Executive Committee shall be a "standing committee of the board" subject to all the rules applicable to "committees of the board" described in this Article.

The Executive Committee shall consist of the elected officers of the corporation – Chairperson, Secretary, Treasurer, and Vice-Chairperson, if any, plus up to two (2) additional directors appointed to the committee by the Board.

The Executive Committee shall have the authority of the Board between Board meetings to make decisions and take actions relative to the operation of the corporation. The Executive Committee shall report any decisions made or actions taken at each meeting of the full Board. The Executive Committee may also develop policies for Board approval, and may review and recommend to the Board changes to the bylaws and to other operating policies.

Without diluting the general authority granted to the Executive Committee by this provision, the Executive Committee shall oversee and have final decision-making authority with respect to personnel matters.

Section 3. Notice Requirements for Committees of the Board. Written notice for meetings of committees of the Board shall be given in accordance with Article III, Section 10 of these bylaws. Provided, however, that this notice may be waived in writing, or by the committee member's actual attendance at the meeting.

Section 4. Quorum for Committees of the Board. A majority of the voting members of any committee of the Board shall constitute a quorum, and the acts of a majority of the voting members present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.

Section 5. Advisory Committees. The Board may also establish advisory committees composed of any number of directors and non-directors. Advisory committees shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision making authority.

Section 6. Meetings by Telephone or Video Conference or by Electronic Transmission. Any meeting of a committee may be held by telephone or video conference or by electronic transmission in the same manner provided for in Article III of these bylaws.

ARTICLE VI.

Liability, Indemnification, and Insurance stop

Section 1. Liability. Subject to any limitations contained in the California Corporations Code, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any volunteer director or officer of the corporation based on any alleged failure to discharge the person's duties as a volunteer director or officer if the duties are performed in accordance with the standards of conduct provided for in the California Corporations Code.

Section 2. Indemnification.

- (a) Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have

the same meaning as in Section 7237(a) of the California Corporations Code.

- (b) Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting shall authorize the indemnification.

Section 3. Insurance. The Board shall adopt a resolution authorizing the purchase and maintenance of an insurance policy or policies or bond on behalf of its directors, officers or employees against any liabilities, other than for violating provisions against self-dealing, incurred by the director, officer or employee in such capacity or arising out of their status as such.

ARTICLE VII.

Miscellaneous

Section 1. Inspection of Records. The members and directors of the corporation shall have the right to inspect the records of the corporation to the extent and under the circumstances provided by the California Nonprofit Mutual Benefit Corporation Law.

Section 2. Annual Report. Within 120 days after the close of the corporation's fiscal year, the Board shall cause an annual report to be prepared in accordance with Section 8321 of the California Corporations Code. The report shall be made available to any member who requests a copy.

Section 3. Annual Statement of Transactions and Indemnifications. As part of the annual report described in Section 2 above, the Board shall cause to be prepared a statement of any transaction of indemnification if required by Section 8322 of the California Corporations Code.

Section 4. Fiscal Year. Unless changed by the Board, the fiscal year of the corporation shall begin on the first day of November and end on the last day of October of each year.

Section 5. Conflicts of Interest. Board members and committee members must actively seek to avoid situations and activities that create an actual or potential conflict between the individual's personal interests and the interests of the corporation. If a Board member or committee member believes that a conflict exists relative to a particular issue being considered by the Board or any committee, he or she shall disclose the conflict to the Board or committee, as appropriate, and abstain from discussion or voting on the issue.

For purposes of this section and these bylaws, a "conflict of interest" means a situation in which a Board or committee member is part of a discussion or decision by the Board or a committee which has the potential to financially benefit that Board or committee member or a member of that Board or committee member's immediate family. "Immediate family" means, spouse or same-sex/domestic partner, children, parents, siblings, parents-in-law, or siblings-in-law.

Both the fact and the appearance of a conflict of interest should be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the Chairperson, who will determine whether disclosure to the Board or the assistance of legal counsel is required.

Section 6. Intellectual Property. All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to the SJVWA name, educational, promotional, and training materials, newsletters, contracts, logos, service marks, membership lists, contributor lists, and research results, shall be the exclusive property of the corporation and directors, members, and contractors/employees agree to deal with it as such. Directors, members and contractors/employees agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without prior approval of the Board memorialized in a writing signed by the Chairperson.

Section 7. Required Disclosures and Reporting. SJVWA shall comply with the disclosure and reporting requirements of federal and state agencies to which it is subject.

Section 8. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term "person" includes both an individual and an entity.

ARTICLE VIII.

Amendments

Section 1. Amendment to Bylaws. These bylaws may be initially adopted, amended, or repealed and new bylaws adopted, by a majority vote of the Board at any properly called meeting where a quorum is present.

However, approval of the members is also required for any amendment or for new bylaws after the initial adoption that would:

- (a) Materially and adversely affect the members' rights as to voting or dissolution;
- (b) Effect an exchange, reclassification, or cancellation of all or part of the memberships;
- (c) Authorize a new class of membership;
- (d) Change the number of authorized directors;
- (e) Change from a fixed number of directors to a variable number of directors, or vice versa;
- (f) Increase or extend the terms of directors;
- (g) Allow any director to hold office by designation or selection rather than by election by the members;
- (h) Increase the quorum for members' meetings; or
- (i) Repeal, restrict, create, expand, or otherwise change proxy rights.

All proposed bylaw amendments or new bylaws must be sent to all directors and/or members eligible to vote on such amendments or new bylaws at least 10 days prior to the meeting at which the amendments or new bylaws will be discussed and voted on (or 10 days prior to the deadline for returning any ballot if approval is requested pursuant to written ballot).

ARTICLE IX.

Dissolution

Section 1. Voluntary Dissolution. The corporation may be voluntarily dissolved at any time by a 2/3 vote of the voting members at any properly called meeting where a quorum is present. If the voting members approve the dissolution, the Board shall promptly cease operations and proceed to wind up and dissolve the corporation.

Section 2. Remaining Assets. Upon the dissolution of the corporation, all debts thereof shall be paid and its affairs settled, and all remaining assets shall be distributed as determined at the time of dissolution by the SJVWA Board in its sole discretion so long as the distribution is not inconsistent with law.

**CERTIFICATE OF SECRETARY
OF
SAN JOAQUIN VALLEY WINEGROWERS ASSOCIATION**

I certify that I am the duly elected and acting Secretary of SAN JOAQUIN VALLEY WINEGROWERS ASSOCIATION, a California Nonprofit Mutual Benefit Corporation, that the above Bylaws, consisting of 21 typewritten pages including this page, are the first Bylaws of this corporation as adopted by the Board of Directors and the voting members on May 29, 2008.

Executed on the ____ day of _____, 2008 at
_____, California.

_____, Secretary