

Virginia Vineyards Association
Restated Bylaws Amended
February 25, 2017

ARTICLE I

GENERAL OBJECTIVES

The general objectives of the Corporation shall be the furtherance and promotion of the following:

- (a) Growth of commercial grape-growing as a major component of the Virginia agricultural sector.
- (b) Education and information sharing regarding the cultivation of all varieties of grapes, the improvement of cultivation practices, production of wine, and the improvement of winemaking practices.
- (c) Improving communication among grape growers, winemakers, and between growers and winemakers.
- (d) Promoting the use of Virginia grown grapes in the production of wine and other products.
- (e) Public recognition of wine and other products made from Virginia grown grapes.
- (f) Establishment and maintenance of mutually beneficial relationships with local, state, and federal governmental agencies.
- (g) Viticultural interests of the Commonwealth of Virginia.
- (h) Establishment and maintenance of mutually beneficial relationships with other associations and organizations with objectives similar to those set forth above.

ARTICLE II

MEMBERSHIP

Membership. Membership in the Corporation will be open to all persons interested in furthering the general objectives set forth in Article I above.

Section 1 - Classes of Membership. Membership will be divided in the following classes:

- (a) Active – Any individual engaged in growing grapes or with an interest in the Virginia grape growing industry
- (b) Associate – Any individual deemed under the auspices of an active member.
- (c) Student – Individuals registered in an accredited educational institution full time.
- (d) Honorary – Any individual who, on the affirmative vote of the Board of Directors, is deemed to merit recognition for interest in or service to the Corporation. Such membership will be limited to one year, but may, upon the

affirmative vote of the Board of Directors, be renewed for subsequent one year periods.

Section 2 – Membership Privileges: Voting.

Active Members will be entitled to all privileges of the Corporation. Associate, Honorary and Student members shall be entitled to all privileges of the Corporation, except that they will not be entitled to vote or to serve as Directors or Officers of the Corporation. All members shall be entitled to receive the Corporate Newsletter.

Section 3 – Membership Dues: Annual dues for the various classes of membership will be determined from time to time by the Board of Directors. Annual dues will be due and payable during the month of January each year. Any member failing to pay annual dues by March 31 of any given year will have all membership rights and privileges suspended. Dues will be established at the following minimums:

- (a) Active - \$60 annually for two individuals from the same entity.
- (b) Associate - \$10 annually
- (c) Honorary – Dues will be waived.
- (d) Student - \$10 annually

Section 4 – Membership Year: The membership year will be from January 1 through December 31 of the calendar year.

ARTICLE III

MEMBER MEETINGS

Section 1 – Places of Meetings: All meetings of the Members will be held at such place, either within or without the Commonwealth of Virginia, as may be determined by the Board of Directors.

Section 2 – Annual Meeting: The Corporation will hold at least one meeting annually, for the election of Directors and the transaction of other business as may come before the meeting. All meetings for conduct of the Corporation business will be guided by Parliamentary Procedures as specified in *Robert's Rules of Order*.

Section 3 – Special Meetings: Special meetings of the Membership for any purpose may be called at any time by the President of the Corporation, or by a majority of the Board of Directors.

Section 4 – Notice of Meetings: Notification of the place, time, and day of every meeting of the Members will be mailed not less than ten nor more than sixty days before the date of the meeting at his or her address of membership record of the Corporation.

Section 5 – Quorum: Except as otherwise required by the Articles of Incorporation, any number of Members together holding a majority of then-current Members will be entitled to vote on business to be transacted. The Members will present in person or represented

by proxy at any meeting called will constitute a quorum. If less than a quorum is present at the time for which a meeting will have been called, the meeting may be adjourned by a majority of the Members present or represented by proxy without notice other than announcement at the meeting.

Section 6. Voting: At any meeting of the Members, each Member of a class entitled to vote on the matters coming before the meeting will have one vote, provided that the Member is in good standing in the records of the Corporation at the time of such meeting or on any date fixed by the Board of Directors not more than seventy (70) days prior to the meeting. Every proxy will be in writing, dated, and signed by the Member entitled to vote or his or her duly authorized attorney in fact.

ARTICLE IV

DIRECTORS

Section 1. General Powers. The property, affairs and business of the Corporation will be managed under the direction of the Board of Directors, and except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all of the powers of the Corporation will be vested in such board. Specifically, the following actions by the Corporation will require Board approval.

- (a) Approval of projects involving expenditures of Corporation funds;
- (b) Oversight of the proper functioning of the committees designated pursuant to Article V; and
- (c) Any proposed change in the Corporation's tax exempt status or designation.

Section 2. Number of Directors. The number of Directors shall be as authorized by the Board of Directors from time to time, but in no event less than six (6) comprised of four (4) elected Officers, the immediate past-President of the Corporation, and one (1) ex-officio Director who shall be a Virginia State agency representative, such as the Virginia Polytechnic Institute and State University (Virginia Tech) viticulturalist or his/her designee from among viticulture or enology professors holding faculty positions at Virginia Tech, or a representative from the Virginia Department of Agriculture and Consumer Services. The ex-officio Director shall not be entitled to vote on matters before the before the Board of Directors. The majority of the voting Directors shall not be proprietors of wineries or holders, directly or indirectly, of controlling interests of wineries.

Section 3. Terms of Directors. Directors will hold their offices for a term of two (2) years and until their successor is elected.

Section 4. Election of Directors. Directors other than the ex-officio Director shall be elected at the annual meeting of Members to succeed those Directors whose terms have expired and to fill any vacancies thus existing. The ex-officio Director shall be appointed by the Board of Directors Based On the recommendation of Virginia Tech's viticulturist.

Section 5. Removal; Resignation; Vacancies. Any Director may be removed from office at a meeting called expressly for that purpose by the vote of at least a majority of the then-current Members entitled to vote. A Director may resign only upon written notice to the President, or, in the case of the President's resignation as Director, written notice to the Secretary. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining voting Directors though less than a quorum of the Board of Directors.

Section 6. Quorum; Approval. A majority of the number of voting Directors fixed by these Bylaws will constitute a quorum for the transaction of business. The act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Meetings of Directors. Meetings of the Board of Directors will be held at places within or without the Commonwealth of Virginia and at times fixed by resolution of the Board, or upon the call of the President, and at the Secretary or Officer performing the Secretary's duties shall give not less than twenty-four (24) hour's notice by email, facsimile, letter, telephone, or in person, of all meetings of the Directors, provided that notice need not be given of regular meetings held at times and places fixed by resolution of the Board. An annual meeting of the Board of Directors shall be held as soon as practicable after the adjournment of the annual meeting of Members. Meetings may be held at any time without notice if all of the voting Directors are present, or if those not present waive notice in writing either before or after the meeting.

In addition, Members of the Board of Directors or any committee designated by Article V may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment where all persons participating in a meeting can hear each other, and participation by such means will constitute presence in person at such a meeting.

Section 8. Actions Without Meetings. Any action that may be taken at a meeting at a Board of Directors may be taken without a meeting if a consent in writing, setting forth the action, shall be signed either before or after such action by all the voting Directors. Such consent will have the same force and effect as a unanimous vote.

Article V

COMMITTEES

Section 1 Committees. The Board of Directors, by resolution duly adopted, may establish committees of the Board, consisting of a Director or Member, serving as chairman, and two or more Members, and having limited authority as the Board may deem advisable. The chairperson and the Members, terms and authority of such committees will be as set forth in the resolutions establishing the same. In addition to committees established from time to time by the Board of Directors, the Corporation will have the following standing committees, with the following duties:

- (a) Governmental Affairs Committee. This committee will act as a liaison between the Corporation and other industry associations and local, state, and federal officials, and will focus on current and future legislation and regulation, government agency programs, and other governmental issues which impact Virginia grape growers.
- (b) Communications and Promotions Committee. This committee will work to maintain active membership in the Corporation and to market and promote the Corporation and the Virginia vineyard industry,
- (c) Research and Education Committee. This committee will organize and oversee educational meetings intended to assist Members improve grape cultivation, winemaking practices, and wine quality, One meeting will be held in the winter, typically in February, and another in summer, typically in August. Other meetings may be held as approved by the Board of Directors.
- (d) Finance Committee. This committee will work to increase revenues of the Corporation in order to further the stated objectives of the Corporation as set forth in these Bylaws, including, without limitation, proposing plans to generate revenues from educational seminars, trade shows, and other special events.

Section 2 Meetings: Regular and special meetings of any committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place and notice as are specified by in these Bylaws for regular and special meetings of the Board of Directors.

Section 3 Actions without Meeting: Any action that may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting force action so to be taken, shall be signed before such action by all the members of the committee. Such consent shall have the same force and effect as a unanimous vote.

Section 4. Quorum and Manner of Acting. A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a committee meeting at which a quorum is present will constitute the act of the committee.

Section 5. Term of Office. Members of any committee shall be elected by vote of a majority of the number of Directors fixed by these Bylaws and will hold office until their successors are elected by the Board of Directors or until such committee is dissolved by the Board of Directors.

Section 6. Resignation and Removal. Any member of a committee may resign at any time by giving written notice of his or her intention to do so to the President or the Secretary of the Corporation, or may be removed, with or without cause, at any time by such vote of the Board of Directors as would suffice for his or her election.

Section 7. Vacancies. Any vacancy occurring in a committee resulting from any cause whatever may be filled by the affirmative vote of a majority of the Directors of the Corporation

ARTICLE VI

OFFICERS

Section 1. Election; Position; Restrictions. The Officers of the Corporation shall be elected at the annual meeting of Members to succeed those Officers whose terms have expired and to fill any vacancies thus existing. The Officers shall consist of a President, a Vice President, a Secretary, and a Treasurer. In addition, such other officers as are provided in Section 4 of this Article may from time to time be elected by the Board of Directors. No Officers' positions may be combined in the same person, nor may any Officer continue to serve if he or she moves his or her residence beyond the borders of the Commonwealth of Virginia. No Officer may serve more than two consecutive terms. ~~No President may hold a controlling interest in a bonded winery. For purposes of this restriction, "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of an entity, whether through the ownership of voting securities or other membership interests, by trust, management agreement, contract or otherwise.~~

Section 2. Terms of Officers. Officers shall hold their offices for a term of two (2) years and until their successors are elected.

Section 3. Removal; Resignation; Vacancies. Any officer may be removed from office at a meeting called expressly for that purpose by the vote of at least a majority of the then-current Members entitled to vote. An Officer may resign only upon written notice to the President, or in the case of the President's resignation, written notice to the Secretary. Any vacancy occurring may be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board of Directors, and the Officer so appointed shall serve only until a successor is elected at the next annual meeting of the Members.

Section 4. Other Officers. Other Officers may from time to time be elected by the Board, including, without limitation, one or more Assistant Secretaries.

Section 5. Duties. The Officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are hereinafter provided and as from time to time shall be conferred by the Board of Directors. The Board of Directors may require any Officer to give such bond for the faithful performance of his or her duties as the Board may see fit.

Section 6. Duties of the President. The President will be the chief executive Officer of the Corporation and will have direct supervision over the business of the Corporation and its several Officers, subject to the Board of Directors. The President shall serve as Chairman of the Board of Directors and shall preside over all meetings of the Board of Directors. The President also will preside at all meetings of Members. The President

may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments approved by the Board of Directors. In addition, he or she will perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 7. Duties of the Vice President. Each Vice President of the Corporation, if any, shall have powers and duties as may from time to time be assigned to him or her by the Board of Directors or the President. The Vice President of the Corporation will perform the duties of the President in the absence of the President, and will generally assist the President in the performance of the President's office. The Vice President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments approved by the Board of Directors. The Vice President will cause an annual audit of the Corporation's books to be conducted.

Section 8. Duties of the Secretary. The Secretary will act as secretary at all meetings of the Board of Directors and the Members of the Corporation, and shall keep the minutes thereof in the proper books or books to be provided for that purpose. He or she shall see that all notices required to be given by the Corporation are duly given and served; shall have custody of the seal of the Corporation, if any, and shall affix the seal or cause it to be affixed to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized in accordance with the provisions of these Bylaws; will have custody of all deeds, leases, contracts and other important corporate documents; shall have charge of the books, records, and papers of the Corporation relating to its organization and management as a Corporation; will see that the reports, statement, and other documents required by law (except tax returns) are properly filed; and will, in general, perform all the duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

Section 9. Duties of the Treasurer. The Treasurer will have charge and custody of and be responsible for all funds of the Corporation, and will cause all such funds to be deposited in such banks and depositories as the Board of Directors from time to time may direct. He or she shall maintain adequate accounts and records of all assets, liabilities, and transactions of the Corporation in accordance with generally accepted accounting practices, will exhibit his or her accounts and records to any of the directors of the Corporation at any time upon request at the office of the Corporation; will render such statements of his or her accounts and records and such other statements to the Board of Directors and Officers as often and in such manner as they shall require; and will make and file (or supervise the making and filing of) all tax returns as required by law. He or she will in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

Section 10. Other Duties of Officers. Any Officer of the Corporation will have, in addition to the duties prescribed herein or by law, such other duties as from time to time shall be prescribed by the Board of Directors or the President.

Section 11. Limitations on Authority. No Officer or any other person authorized to act on behalf of the Corporation will incur any obligation or indebtedness in the name of the Corporation which is not for the general purposes of the Corporation described in Article I above and for the general benefit of the entire membership of the Corporation. Further, no Officer shall incur any obligations or indebtedness on behalf of the Corporation in excess of \$100.00 without prior Board approval, except for the following purposes:

- (a) Printing, mailing, postage, and other expenses of the Corporation's newsletter.
- (b) Stationery and postage for ordinary administrative use.
- (c) Website hosting services incurred in the ordinary course of business.

ARTICLE VII

NOMINATION and ELECTION

Section 1. Nominating Committee. Prior to any annual meeting at which Officers or Directors will be elected, the Board of Directors shall appoint a nominating committee, which will consist of the President, two other Directors, and two members of the Corporation. The nominating committee shall submit to the Secretary a slate of nominees for the vacancies to occur at the next annual meeting.

Section 2. Posting of Nominees. The Secretary will cause the list of nominees and the positions for which they are nominated to be published on the Corporation's official website and in the informational packet for the next annual meeting of Members.

Section 3. Voting. All voting by Members on Officers and Directors will either be in person at the annual meeting or by proxy, in accordance with Section 3.6 above. Any Member entitled to vote shall be entitled to write in the name of any Member in good standing for any vacancy occurring at the annual meeting.

Section 4. Results. The Secretary shall count the votes cast at the annual meeting and shall publish the election results to be posted on the Corporation's official website and in the issue of the Corporation's newsletter following the annual meeting.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31st of each year.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of its Members and Board of Directors. The Company will also keep at its registered office or principal place of business a record of its Members, giving the names and addresses of all Members, and the class of membership held.

Section 3. Checks, Notes, and Drafts. Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize.

Section 4. Personal Liability for *Ultra Vires* Acts. The incurring of any obligation or indebtedness in the name of the Corporation by any elected or appointed Officer, Director, or Member in contravention of these Bylaws will be an *ultra vires* act. The person or persons taking such action or actions shall be personally liable, individually and collectively, to the Corporation in an amount equal to the obligations or indebtedness which the Corporation may be required to pay.

Section 5. Amendment of Bylaws. These Bylaws may be amended or altered as follows: The Board of Directors may by resolution propose amendments to these Bylaws, which amendments will be published in the informational packet for the next annual meeting of Members. At the next annual meeting of Members, the Members may adopt such amendments by affirmative vote of a majority of the active Members entitled to vote.

Section 6. Dissolution. In the event of the dissolution of the Corporation or the final liquidation of the Corporation's assets, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the Corporation, dispose of all the assets of the Corporation to the organization or organizations which at the time shall qualify as an exempt organization under Section 501(c)(5) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law, and engaged in activities substantially similar to the Corporation.

Adopted at the Annual Meeting of the Members of the Corporation on January 1, 2005; amended at the Annual Meeting of the Members on February 25, 2017.