

Bylaws

Association Articles & Bylaws

ARTICLES OF ASSOCIATION

ARTICLE I

The name of this Association shall be Sierra Wine & Grape Growers Association.

ARTICLE II

The purpose for which this Association is formed is to further interest in viticulture and viniculture. This is an unincorporated, not for profit association.

ARTICLE III

The principal office of the Association shall be maintained at **the residence of the Secretary of the Association** or at a site designated by the Board of Directors of the Association.

ARTICLE IV

The affairs of the Association shall be governed by its By-laws.

ARTICLE V

These articles may be amended by a majority vote of the membership of the Association.

SIERRA WINE & GRAPE GROWERS ASSOCIATION BYLAWS

ARTICLE 1

RECITALS AND DEFINITIONS

1.1 Association Name. The name of the association is Sierra Wine & Grape Growers Association, hereinafter referred to as "Association".

1.2 Not for Profit. The Association is a California Not For Profit association.

1.3 Location of Principal Office. The principal office of the Association will be located at such place within the County of Nevada as the Board of Directors may

from time to time **designate by resolution**.

1.4 Definitions

1.4.1 Member. The term "Member" is defined as an individual; household; or corporation, partnership, or other legal entity recognized by the laws of the State of California, pursuing viticulture interests. Each Member is entitled to one vote. Any membership that is not represented by a sole individual must designate the person entitled to vote for the membership yearly at the time dues are paid.

1.4.2 Quorum. In the case of any membership meeting or written ballot the quorum requirement shall be ten percent (10%) of the Members eligible to vote in person or by proxy.

1.4.3 Majority of a Quorum. "Majority of a Quorum" means the vote of a majority of the votes cast at a meeting or by written ballot when the number of Members attending the membership meeting or the number of written ballots cast exceeds one half the quorum requirement specified. 

ARTICLE 2

PURPOSE AND GOVERNING INSTRUMENTS

2.1 Purpose. The purpose of the Association is to advance interest in viticulture and viniculture in the northern Sierra Foothills. The Association shall pursue this goal by providing and promoting education opportunities, providing for information exchange, advocating viticulture interests with government bodies and the general public, promoting ecologically sound agriculture, supporting Sierra Foothills winemaking and providing a social venue for members where they can share experiences on an informal basis.

2.2 Governing Instruments. The Association shall be governed by these Bylaws and the Articles of Association. Bylaws or the Articles of Association shall be provided to a member upon the member's written request to the Secretary of the Association.

ARTICLE 3

MEMBERSHIP

3.1 Membership. Membership in the Association is attained and held by completing a membership application, being accepted as a member by the Board of Directors and by payment of membership dues. Memberships are not transferable. Honorary and complementary non voting memberships may be extended on an annual basis by the Board of Directors to educational and public service advisors in counties represented by Members.

3.2 Term of Membership. Membership is for a term commencing January 1 or the date on which payment of annual membership dues is made for a given year and ending the 31st of December of the same year.

3.3 Membership Dues. Membership dues shall be determined by a quorum of the Members at the Annual Meeting. Annual membership dues are due January 1 for renewing memberships. Renewal notices shall be sent to members in November. Dues for new members shall be the annual amount for memberships given in the first half of the fiscal year and one-half the annual amount for memberships given in the second half of the fiscal year.

ARTICLE 4 MEMBER VOTING

4.1 Single Class of Membership. The Association shall have one class of membership, voting. Memberships held in more than one name shall have a single vote.

4.2 Manner of Casting Votes

4.2.1 Voting at Membership Meetings. Voting at membership meetings may be by voice or by ballot, provided that any election of directors and officers shall be conducted by **ballot.** 

4.2.2 Members may vote at a meeting in person or by proxy issued as provided herein.

4.2.3 If a quorum is present, including proxies, the affirmative vote of the majority of the Members represented at the meeting, entitled to vote and voting on any matter shall be the act of the Members.

4.3 Proxies

4.3.1 Any Member entitled to vote may do so either in person or by an agent authorized by a written proxy signed by the Member and filed with the Secretary of the Association. Any proxy shall be for a term not to exceed 11 months from the date of issuance unless otherwise provided in the proxy. Proxy forms shall be dated.

4.3.2 Every proxy continues in full force and effect until revoked by the issuing member prior to the vote pursuant thereto subject to the maximum term of a proxy set forth herein. Any proxy issued hereunder shall be revocable by the person executing such proxy at any time prior to the vote pursuant thereto, by (i) delivery to the Secretary of a written notice of revocation, (ii) a subsequent proxy executed by the Member executing the prior proxy and presented to the meeting, or (iii) as to any meeting, by attendance at such meeting and voting in person by the Member executing the proxy. The dates shown on the forms of proxy presumptively determine the order of execution, regardless of the postmarks shown on the envelopes in which they are mailed. A proxy shall be deemed revoked when the Secretary shall receive actual notice of the death or judicially declared incompetence of the Member issuing the proxy, or upon termination of such Member's status as an Member in good standing. 

4.3.3 If the form of proxy lists one or more matters to be acted upon and the issuer of the proxy has specified a choice with respect to any such matter, including a preference in voting for candidates for election to office or the Board, the proxy holder shall be obligated to cast the vote represented by the proxy in accordance with the issuer's designated preference.

ARTICLE 5

MEMBERSHIP MEETINGS

5.1 Annual Meeting. The annual meeting of Members shall be held for the purposes of electing directors and officers to succeed those whose terms will expire and such other business as may be properly brought before the membership.

5.1.1 Time and Place. The annual meeting shall be held on the third Thursday of

October of each calendar year at the hour of 7:00 o'clock p.m. If the day for the annual meeting of the Members is a legal holiday, the meeting shall be held at the same hour on the first day following which is not a legal holiday, excluding Saturday and Sunday. **Meetings** of the Members shall be held at a place in Nevada County, California specified by the Board of Directors.

5.2 Special Meetings. Special meetings of the members may be called at any time by a majority of Directors at a Board meeting where a quorum of the Board is present, or upon receipt by the Board of a written request of the Members representing at least ten (10%) percent of the total voting power of the Association to consider any lawful business of the Association.

If a special meeting is called by Members other than the Board of Directors, the request shall be submitted by such Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or by registered mail or other facsimile transmission to the President, Vice President or the Secretary of the Association. The officer receiving the request shall cause notice to be promptly given to the Members entitled to vote, in accordance with the provisions of this section, that a meeting will be held and the date, time, and purpose for such meeting, which date shall be not less than 10 nor more than 30 days following the receipt of the request. If notice of the meeting is not given within 20 days after receipt of the request, the persons requesting the meeting may give the notice.

5.3 Notice of Members' Meetings. **Notice of all meeting of the members** shall be given by electronic means, or First Class U.S. mail, postage prepaid, **by the Secretary, to each member of record** at his or her address, including electronic address, as it appears upon the books of the Association, at least ten (10) days before the meeting. Each such notice shall state the place, day and hour at which the meeting is to be held and, in the case of any special meetings, shall state briefly the purpose or purposes thereof.

5.4 Withdrawal. The Members present in person or by proxy at a duly called or duly 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, so long as any action taken, other than adjournment,

is approved by at least a majority of the Members required to constitute a quorum. If a quorum is never established for the meeting, a majority of the Members who are present in person or by proxy may vote to adjourn the meeting for lack of a quorum, but no other action may be taken or business transacted.

5.5 Adjourned Meeting. Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned to another place and/or time (but not for more than 30 days) by the vote of the majority of Members present at the meeting either in person or by proxy. Unless there is an absence of a quorum, in which case no business other than adjournment may be transacted, the reconvened meeting may take any action that might have been transacted at the original meeting. When a Members' meeting is adjourned to another time or place, notice need not be given of the new meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

ARTICLE 6 BOARD OF DIRECTORS

6.1 Number and Term. The business of the Association shall be vested in and exercised by the Association's Board of Directors. The Board shall consist of seven (7) Members of the Association; and shall include the elected officers of the Association. The term of each Director shall be one year: commencing January 1 following election at the Annual meeting.

6.2. Nomination: Nominations for election to the Board of Directors of non-officer directors shall be made by a Nominating Committee comprised of three Members appointed by the Directors **not less than 60 days prior to the annual** meeting of the members and from the floor at the annual meeting of the members.

6.3 Election: The non-officer directors shall be elected by secret written ballot each year at the annual meeting of the Members. The candidates receiving the highest number of votes shall be elected as directors. At such election the Member or their proxies may cast, in respect to each vacancy, one vote. The persons receiving the highest number of votes shall be elected.

6.4 Removal. Any director may be removed by a majority of a quorum of the members. A director who is also an officer shall be deemed removed as an officer.

6.5 Vacancies. In the event of a vacancy on the Board caused by the death, resignation, or removal of a Director, Members at a special meeting shall elect a successor who shall serve for the unexpired term of vacating director.

6.6 Compensation. A Director shall not receive any compensation for any service they may render to the Association; provided, however, that any Director may be reimbursed for actual out-of-pocket expenses, documented by receipts, incurred by them in the performance of their duties.

ARTICLE 7 DIRECTORS MEETINGS

7.1 Regular Meetings. Regular meetings of the Board of Directors shall be held on the first Tuesday of January at a time and place designated by the President of the Association and each month thereafter for the remainder of the calendar year at such place and at such time as resolved by the Board at its first meeting. If the day for the January board meeting is a legal holiday, the meeting shall be held at the same hour on the first day following which is not a legal holiday, excluding Saturday and Sunday.

7.2 Emergency Meetings. Emergency meetings of the Board of Directors shall be held when called by the President or any two members of the Board under circumstances that could not have been reasonably foreseen, that require immediate attention and possible action by the Board and that of necessity make it impracticable to provide prior notice to the Members. An emergency meeting may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

7.3 Executive Sessions. The Board on the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be entitled to adjourn at any time for purposes of reconvening in executive session to discuss (i) litigation in which the Association is or may become a party or (ii) matters relating to the formation of contracts with third parties. Any matter discussed in executive session shall be generally noted in the minutes of the Board meeting, taking into consideration the need to maintain confidentiality.

7.4 Board Meeting Minutes. The minutes, minutes proposed for adoption marked to indicate draft status, or a summary of the minutes of any meeting of the Board of Directors, other than minutes of an executive session, shall be available to the Members within 30 days following the meeting 

7.5 Attendance by Members. Any member of the Association may attend meetings of the Board of Directors, provided however, that non director Members may participate in deliberations or discussions of the Board only when expressly authorized by a vote of the majority of the Directors present at the meeting at which a quorum has been established.

7.6 Members Right to Notice of Meetings. Unless the time and place of meeting is fixed by the Bylaws, or unless the Bylaws provide for a longer period of notice, Members shall be given notice of the time and place of Board meetings, except for "emergency meetings," at least ten days before the date of the meeting. This notice may be given by mail, newsletter or similar means of communication.

7.7 Quorum at Board Meetings. A majority of the Board shall constitute a quorum and if a quorum is present, the decision of the majority of the Directors present shall be the act of the Board.

ARTICLE 8 DUTIES AND POWERS OF THE BOARD

8.1 Powers. The Board of Directors shall have the power to:

8.1.1 Enforce applicable provisions of the Articles, Bylaws, and Rules of the Association;

8.1.2 Contract for services and liability insurance on behalf of the Association;

8.1.3 Prepare budgets and financial statements for the Association as prescribed in these Bylaws;

8.1.4 Fill vacancies in any committee;

8.1.5 Open bank accounts and designate the signatories to such bank accounts; and open savings accounts; and

8.1.6 Adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

8.2 Limitation of Powers. The Board shall be prohibited from taking any of the following actions, except with the vote or written consent of a majority of a quorum of the Members entitled to vote:

8.2.1 Entering into a contract with a third person wherein the third person will furnish goods or services for a term longer than one (1) year.

8.2.2 Paying compensation to directors or to officers of the association for services rendered in the conduct of the Association's business; provided, however, that the Board may cause a director or officer to be reimbursed for expenses incurred in carrying on the business of the Association.

8.2.3 Fill any vacancy on the Board of Directors created by the removal of a Director.

8.2.4 Taking action to impose a special assessment or to increase Member dues.

8.2.5 Taking action to amend these Bylaws or the Articles of Association.

ARTICLE 9 COMMITTEES

9.1 Standing Committees. It shall be the function and purpose of each standing committee to perform the specific duties herein stated. Standing committees shall be comprised of a Chairman appointed by the Directors from among themselves and three (3) or more members not serving as directors or officers. Appointments to and the filling of committee member vacancies shall be made by the Board from nominees selected by the committee Chair. Standing committees shall have all the authority of the Board with respect to matters within their area. Any action by a standing committee shall be reported to the Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Directors.



9.1.1 Education Committee. The education committee shall provide a series of education programs and workshops not less than eight (8) in number for

Members during the year. Educational programs shall feature viticulturists and associated knowledgeable speakers. One program or workshop shall be conducted to provide training, in one or more Member's vineyards.

9.1.2 Mentoring Committee. The mentoring committee shall be composed of individuals experienced, but not necessarily expert, in various areas of viticulture and willing to share their experience with other members seeking assistance. Mentors should be sought by the committee chair for vine planting and training, trellising, irrigation, fertilization, spraying, pruning, insect, disease and pest management, harvesting, sustainable and organic farming, and equipment and supplies topics. A mentor who can provide referrals to viticulture books, articles and other reference materials should also be a member of the mentoring committee.

9.1.3 Communications Committee. The communications committee shall publish a monthly newsletter, maintain a World Wide Web Site for the Association and provide means for rapidly contacting Members by phone ("telephone tree").

9.1.4 Community Relations Committee. The community relations committee shall monitor government actions and programs involving agricultural, provide advocacy for the Association at public forums and work to enhance viticulture's image in Members' communities through a public relations program.

9.1.5 Commercial Interests Committee. The commercial interests committee shall identify Sierra Foothill grape buyers and Association grape sellers and provide a forum for each to identify the other. The committee shall also engage in Sierra Foothill appellation marketing.

9.1.6 Social Committee. The social committee shall provide opportunities for Members to meet in non-structured environment and get to know one another on a personal basis.

9.2 Advisory and Other Committees. The Directors may provide for such other committees, including advisory and ad hoc committees, consisting in whole or in part of persons who are not Directors and Officers of the Association, as they deem necessary or desirable, and discontinue any such committee at their

pleasure. It shall be the function and purpose of each such committee to advise the Directors; and such committee shall have such powers and perform such specific duties or functions, not inconsistent with these Bylaws, as may be prescribed for it by the Directors. Appointments to and the filling of vacancies on advisory and other committees shall be made by the Directors of the Association. Any action by each such committee shall be reported to the Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Directors, provided that no rights of third persons shall be prejudicially affected thereby.

9.3 Term of Appointment. Each member of a committee shall continue as such until the next January meeting of the Board and until their successor is appointed, unless the committee shall be sooner terminated.

9.4 Meetings and Actions of Committees. Meetings and action of committees shall be governed by and held and taken in accordance with the provisions of these Bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its Members for the Board of Directors and its members; except that the time for meetings of committees may be determined either by resolution of the Board of Directors or by **resolution**  the committee.

ARTICLE 10 OFFICERS

10.1 Officers. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as President. Officers shall also be directors of the Association.

10.2 Term of Office. The term of each Officer shall commence January 1 of the year following their election and shall be for one year or until he or she shall resign or shall be removed or otherwise disqualified to serve.

10.3 Election. The Officers shall be elected each year at the annual meeting of the Members. The candidates receiving the highest number of votes shall be elected as officers and as directors.

10.3.1 Nominations. Nominations for Officers shall be made by a Nominating Committee comprised of three Members appointed by the Directors not less than sixty (60) days prior to the annual meeting of the members and from the floor at the annual meeting of the members.

10.3.2 Voting. Voting for Officers shall be by secret written ballot. At such election the Member or their proxies may cast, in respect to each vacancy one vote. The persons receiving the highest number of votes shall be elected.

10.4 Removal. Any officer removed shall also be deemed removed as a director.

10.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term by the Directors of the Association.

10.6 Compensation. An Officer shall not receive any compensation for any service he may render to the Association; provided, however, that any Officer may be reimbursed for actual out-of-pocket expenses, documented by receipts, incurred by him in the performance of his duties.

10.7 Duties.

10.7.1 President. The President shall be the Chief Executive Officer of the Association, and shall, subject to the control of the Board, have general supervision of the affairs and Officers of the Association. He or she shall preside at all meetings of the Board, and shall have the general power and duties of management, together with such other powers and duties as may be prescribed by the Board or these Bylaws.

10.7.2 Vice President. The Vice President shall in the absence or disability of the President perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

10.7.3 Secretary. The Secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings of Directors and Members, with the time and place of holding same, the notice thereof given, the names of those present at Directors meetings, the number of Members present in person or by proxy at Members' meetings, and the proceedings thereof. The Secretary shall keep or cause to be kept appropriate

current records showing the Members of the Association, together with their addresses. He or she shall give or cause to be given, notice of all meetings of the Board required by these Bylaws, and shall have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

10.7.4 Treasurer. The Treasurer shall keep and maintain, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Association as may be ordered by the Board, shall render to the Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

ARTICLE 11 FINANCIAL ACTIVITIES

11.1 Fiscal Year. The fiscal year of the Association shall end on the last day of December of each year.

11.2 Checks, Drafts, Notes. All checks or demands for money and notes of the Association shall be signed by the Treasurer or by such other Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

11.3 Deposits. All funds of the Association shall be deposited from time to time in a cash deposit account to the credit of the Association in such bank as the Directors may select.

11.4 Books. All Association books of account shall be maintained in accordance with generally accepted accounting principles.

11.5 Financial Statements. The following financial statements and related information for the Association shall be regularly prepared and copies thereof shall be distributed to each Director and provided on request to Members of the

Association:

11.5.1 A pro forma operating budget for each fiscal year consisting of estimated revenue and expenses on an accrual basis shall be prepared not less than 45 days nor more than 60 days prior to the beginning of the fiscal year.

11.5.2 An Association year-end report consisting of a balance sheet, and operating (income) statement for the fiscal year shall be prepared at fiscal year end and presented at the January Directors' meeting.

11.5.3 Review. On no less than a quarterly basis, the Board of Directors shall review a current reconciliation of the Association's operating accounts and the Association's year to date income and expense statement.

11.6 Gifts. The Directors may accept on behalf of the Association contributions, gifts and bequests for the general purpose or for any specific purpose of the Association.

ARTICLE 12 MISCELLANEOUS

12.1 Minutes of Meetings. Minutes shall be kept of each meeting of the Members, Directors and any Committee and shall be filed with the Association records by the Secretary.

12.2 Inspection of Books and Records. All accounting books and records; minutes of proceedings of the Members, the Board and committees of the Board and the membership list of the Association shall be subject to the inspection of any Member at the offices of the Association for any purpose reasonably related to the Member's interest as such. Member's rights of inspection shall be exercisable on ten days' written demand delivered to the Association Secretary which demand shall state the purpose for which the inspection rights are requested. In the case of the demands to inspect the Association's membership list, a Member's inspection rights shall be secondary to the Association's right to prevent member's names being used for commercial purposes or personal gain.

12.3 Procedure. In the event of a dispute concerning the procedural aspects of any meetings, which cannot be resolved by reference to these Bylaws, the matter

shall be resolved by reference to Robert's Rules of Order.

12.4 Amendment of Bylaws. These Bylaws may be amended or repealed, and new Bylaws adopted, only upon presentation and reading of such amendments and proposals at two consecutive Association member meetings and by the affirmative vote or assent of a majority of the members. Any amendment to these Bylaws shall become effective immediately upon approval by the Members. The Secretary of the Association shall certify adoption of any duly approved amendment to the Bylaws and a copy of said certificate and the amendment shall be filed with the Association's original Bylaws.

12.5 Notices. Any notice or other document permitted or required to be delivered as provided herein may be delivered either personally, by United States mail, by facsimile or by electronic mail addressed as follows: if to the Association or the Board of Directors, at the Association Post Office Box of record; if to a Director, Officer or Member, at the United States mail, facsimile or electronic mail address as it appears on the books of the Association. Such notice shall be deemed to have been given at the time the notice or other document is sent or mailed.

12.6 Indemnification of Directors and Officers. The Association shall indemnify and hold harmless its Directors and Officers for acts done on behalf of the Association in good faith and in a reasonable and prudent manner. Such indemnification shall not extend to actions of third parties.

12.7 Construction. All captions and titles used in these Bylaws are intended solely for the reader's convenience of reference and shall not affect the interpretation or application of any of the terms or provisions contained herein.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of the association known as SIERRA GRAPE GROWERS ASSOCIATION, does hereby certify that the above and foregoing Restated Bylaws consisting of 11 pages were duly adopted by unanimous vote of the Members of said Association on this 16th day of August, 2001, and that they now constitute said Bylaws.

Joan Hughes

Secretary

Date: August 21, 2001