

BY LAWS OF THE NORTH CAROLINA WINEGROWERS ASSOCIATION, INC.

ARTICLE I: NAME

This organization shall be known as the NC Winegrowers Association, Incorporated.

ARTICLE II: GENERAL OBJECTIVE

The general objectives of the Corporation, to which its members are joined together and mutually pledged, shall be the furtherance and promotion of the following:

- A. The growth of commercial grape production in North Carolina. Public recognition and consumption of the products made from North Carolina grapes and fruit.
- B. Education and the sharing of information regarding the cultivation of all varieties of grapes, the improvement of cultivation practices, production of wine, and the improvement of winemaking practices.
- C. Improved communications among grape growers, winemakers and between growers and winemakers.
- D. Promoting the use of North Carolina grown grapes in the production of wine and other products.
- E. Establishment and maintenance of mutually beneficial relationships with other associations and organizations with objectives similar to ours.
- F. Support of viticulture research, enology research, education and marketing.

ARTICLE III: POWERS

The Corporation shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of the Corporation as set forth in these By-Laws.

ARTICLE IV: MEMBERSHIP AND DUES

Section 1. Membership

- A. ACTIVE - Any individual engaged in or interested in growing grapes and other fruit in North Carolina and or wine production utilizing such fruit.
- B. STUDENT - Individuals registered in an accredited educational institution full time.
- C. HONORARY - Any individual who, on the affirmative vote of the Board of Directors, is deemed to merit recognition for outstanding interest in or service to one year, but may, upon the affirmative vote of the Board of Directors, be renewed.

Section 2. Dues

Annual dues for the various classes of membership shall be determined from time to time by the Board of Directors. Annual dues shall be due and payable during the month of January each year. Dues shall be established at the following minimums:

- A. ACTIVE - \$40.00 annually per person. Spouses at the same address or additional members of a firm or corporation can obtain full membership privileges for an additional \$20.00.
- B. STUDENT - \$20.00 annually.

Any member failing to pay annual dues shall have all rights and privileges suspended.

Section 3. Membership Year

The membership year shall be from January 1 through December 31 of the calendar year.

Section 4. Privileges

Active members shall be entitled to all the privileges of the Corporation. Honorary members and Students shall be entitled neither to vote nor to hold elective office.

ARTICLE V: ELECTED OFFICERS AND DIRECTORS

The business of the Corporation shall be conducted by a board of 9 directors to include a President, Vice-President, Secretary, Treasurer, four Directors at Large and the immediate Past President. Their terms of office shall end at the close of the Annual Meeting that occurs at the end of the officers two year term.

ARTICLE VI: DUTIES OF OFFICERS

Section 1. Duties of the President

The President shall:

- Serve as the Chairman of the Board of Directors
- Be chief executive officer of the Corporation
- Sign contracts in the name of the Corporation, which have been authorized by the Board of Directors
- Preside at all meetings of the Board of Directors and the general membership
- Perform duties usually appertaining to the office

Section 2. Duties of the Vice-President

The Vice-President shall:

- Represent the President in his absence
- Assist the President in conductor of the administrative affairs of the Corporation
- Perform such other duties as may be assigned by the President. Assume the duties of the President should the office become vacant
- Plan meeting programs and other activities of the Corporation
- Cause an annual audit of the Corporation's books to be conducted

Section 3. Duties of the Secretary

The Secretary shall:

- Keep the minutes for all meetings of the Board of Directors and the general membership
- Give and receive at least three weeks in advance all notices of the Board of Directors meetings
- Perform such other duties as the Board of Directors may authorize

Section 4. Duties of the Treasurer

The Treasurer shall:

- Receive and keep account of all monies belonging to the Corporation and deposit them to the
- Corporation account insured by the FDIC or ESUC.
- Disburse funds of the Corporation upon determination that expenditures have been authorized
- Keep a book in which all financial business of the Corporation shall be entered
- Give a full and correct report on the financial status of the Corporation at any meeting of the Board of Directors. An annual report shall be given at the Annual Meeting of the Corporation.

Section 5. Interim Appointments

In the even of the death, resignation, disability or disqualification of the Vice-President, Secretary, or Treasurer, the Board of Directors shall make an interim appointment to the office so vacated for the balance of the unexpired term.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. Composition

The board of Directors shall be composed of the four elected officers, four at-large directors, and the last past President.

Section 2. Meetings

Meetings of the Board of Directors may be called at any time by the Chairman of the Board. A majority of the members of the Board shall constitute a quorum. Meetings shall be held at least once a year at the Annual Meeting of the Corporation. All decisions of the Board of Directors shall be by majority of the votes cast. If a quorum is not present then a voice vote can be taken by phone by the secretary.

Section 3. Responsibilities

The responsibilities of the Board of Directors include determining all matters of Corporation policy, insuring proper conduct of administrative affairs of the Corporation, and compliance with these By-Laws. Specifically the Board shall:

- Approve projects involving appropriation of funds
- Oversee the proper functioning of the several committees
- Make recommendations to the N.C. Grape Council

Section 4. Vacancies

Resignations - Resignations of elected officials shall be in writing to the President; resignation of the President shall be in writing to the Secretary. Resignations shall become effective upon receipt.

Removals - Any Board member who fails to attend three consecutive meetings of the Board shall be removed as a Board member for cause by a majority vote of the entire Board of directors.

Filling Vacancies - In the event of the death, resignation, disability or disqualification of any Board member, the Board of Directors shall make an interim appointment to the office so vacated for the balance of the unexpired term.

ARTICLE VIII: MEETINGS

The Corporation shall hold at least one meeting annually at such place, as the Board of Directors shall designate. Special meetings may be called by the Board when interests of the Corporation shall require it. All meetings for conduct of Corporation business shall be guided by parliamentary procedure as specified in Robert's Rules of Order.

ARTICLE IX: COMMITTEES

The Board of Directors may establish committees, consisting of a Chairperson and two or more Members. In addition to committees established from time to time by the Board, the Association shall have the following standing Committees, with the following duties:

Government Affairs: This committee shall act as a liaison between the Association and other industry associations and local, state and federal officials and shall focus on current and future legislation and regulation, government agency programs, and other governmental issues which impact North Carolina grape growers.

Research and Education: This committee shall organize and oversee educational meetings intended to assist Members improve grape cultivation, winemaking practices and wine quality.

Finance: This Committee shall work to increase the revenues of the Association including generating revenues from seminars, trade shows and other special events and will oversee an annual audit of the Associations expenses.

Communications: This committee shall work to maintain active membership in the Association and to market and promote the Association and the North Carolina vineyard industry, with special emphasis on the Association website.

ARTICLE X: ELECTIONS

Section 1. Nominating Committee

The Nominating Committee which shall be appointed by the President and shall consist of a Chairperson and two members, shall submit to the Secretary prior to the annual meeting of an election year, a slate of nominees for the next administration.

Section 2. Notice of Elections

The Secretary shall cause to be published a notice of election and the names of all nominees for all offices and shall include a ballot. The notice of election shall set a return date for the ballot.

Section 3. Ballots

All balloting shall be by mail. Any member shall be entitled to write in the name of any member in good standing as his choice for any office on the ballot.

Section 4. Notice of Election Results

The Secretary shall cause the results of the election to be published. Newly elected officers shall assume duties at the conclusion of the annual meeting.

ARTICLE XI: OBLIGATIONS AND INDEBTEDNESS

Section 1. Authority to Incur Obligations of Indebtedness

Only the officers or members of the Board of Directors or persons authorized by the Board of Directors to act on behalf of the Corporation shall incur any obligation or indebtedness in the name of the Corporation. No elected Officer, Board Member, or any other person authorized to act in behalf of the Corporation shall incur any obligation or indebtedness in excess of the sum of \$50.00 without prior approval of a majority of the Board, except for the following purposes:

- A. Printing, mailing, postage and other expenses of the Corporation.
- B. Stationary and postage for ordinary administrative use.

Section 2. Unauthorized Obligations

No elected or appointed official or any other person authorized to act in behalf of the Corporation shall incur any obligation or indebtedness in the name of the corporation which is not for the general benefit of the entire membership of the Corporation nor shall the Board of Directors approve the incurring of any such obligation or indebtedness.

Section 3. Property

No property rights shall accrue to any member or person and in case of dissolution all property or assets, after payment of debts, shall accrue as provided in the charter.

Section 4. Individual Liability

No incorporator or board member shall be responsible for, or individually liable for, any debts or obligation of the corporation.

ARTICLE XII: AMENDMENT OF BY-LAWS

Section 1. Amendment of By-Laws

These By-Laws may be amended by a majority of the votes cast in a referendum of the membership, which shall be conducted by mail.

Section 2. Proposed Amendments

The Board of Directors, or members in good standing constituting at least 3% of the then membership, may propose amendments to these By-Laws. Amendments proposed by such members shall be submitted to the Secretary in writing and shall be signed by each member.

Section 3. Notice of Proposed Amendments and Referendum

The Secretary shall cause to be published any proposed amendment submitted to him/her within 60 days thereafter, together with an explanation of the proposed amendments and the need therefore by its sponsors. Any member may submit statements of reasons against the adoption of any amendment to the Secretary. The proposed amendments and the explanations and needs shall again be published, together with a summary of any reasons against adoption, which may have been submitted. A ballot shall be included specifying a return date of not less than 30 days no more than 45 days from the date of final notice.

Section 4. Ballots

Votes for or against a proposed amendment to these By-Laws must be returned by the member, with name also printed. All ballots shall be mailed to the Secretary and must be received no later than the date set forth in the notice of referendum. A simple majority of ballots returned shall constitute a valid adoption or rejection of the proposal.

Section 5. Tellers

The Secretary and any two Non-Board members designated by the Board of Directors shall serve as tellers and shall tabulate the votes cast in the referendum within 15 days of the return date.

Section 6. Notice of Vote of Referendum Results

The Secretary shall cause to be published the results of any vote or referendum on a proposed amendment.

ARTICLE XIII: DISSOLUTION

In the event of the dissolution of the Corporation or the final liquidation of the 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 an organization or organizations 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 this Corporation.