

# BYLAWS OF THE HUMBOLDT WINE ASSOCIATION:

Established November 1, 2008

## INTRODUCTION

These Governing Bylaws constitute the code of rules adopted by the Humboldt Wine Association, herein also called the Association, for the regulation and management of its affairs and its membership.

## ARTICLE I: NAME

### Section 1. Name

The name of this organization shall be "Humboldt Wine Association".

## ARTICLE II: VISION, MISSION AND PURPOSE

### Section 1. Vision and Mission

The Association's Vision Statement is: "Committed to the continued improvement of the quality and reputation of our products by working together as a cohesive team for the betterment of the Humboldt wine industry."

The Association's Mission Statement is: "To promote the enjoyment of Humboldt wines to wine lovers everywhere."

### Section 2. General Purpose

The Humboldt Wine Association shall be an unincorporated association dedicated to the vision and mission outlined above.

The Association shall conduct itself as a non-profit organization – all dues and other funds secured on behalf of the Association shall be used solely for the purposes outlined herein and only for the mutual benefit of the Association membership. No individual is to receive monetary profit from the creation and endeavors of this Association.

### Section 3. Specific Purposes

The purposes of this Association are to provide a forum for grape growers and winemakers to exchange ideas, knowledge and consider common problems related to grape growing, winemaking, and wine sales, marketing and distribution; the specific activities of the Association shall be to:

- a. Organize, conduct, and/or attend meetings of its membership for planning, prioritizing and implementing shared marketing and educational programs;
- b. Establish, coordinate and/or maintain shared web site, marketing materials and promotional event(s);
- c. Secure and disseminate information amongst its members regarding production, marketing, regulatory activities, quality control, and any other issues pertinent to the production and marketing of wine;
- d. Promote sustainable and healthy grape growing; and
- e. Promote winemaking best-practices.

## ARTICLE III: MEMBERS

### Section 1. Membership

#### a. Eligibility

Membership shall be open to:

- i. Wineries in Humboldt County.
- ii. Growers of wine grapes in Humboldt County.
- iii. Businesses or organizations that serve or support the wine industry in Humboldt County.
- iv. Any of the above entities that are located in the immediate environs of Humboldt County may, on a case-by-case evaluation and individual approval process, be accepted into the Association;
  1. Dogwood Estates Winery, located at 3995 Campbell Road in Willow Creek, CA in Trinity County is one such exception pre-approved for inclusion in the Association at its inception.

#### b. Application

Any person or entity that wishes to be a member shall submit an Application for Membership to the Association. The applicant shall agree in writing to abide by the Association Bylaws, which written agreement shall be contained in the Application for Membership.

c. Classes of Membership

The Association shall have two classes of members, (1) Regular Members, and (2) Associate Members. Regular Members shall have the voting rights as specified in this Article, Section 3. Associate Members shall not have voting rights.

d. Member In Good Standing

A "Member in Good Standing" shall have full membership rights and privileges. A "Member in Good Standing" is a member that has no delinquent debts due the Association, does not have an unresolved issue regarding the abuse or negligent use of Association equipment or materials, nor has been deemed delinquent for non-compliance of Association bylaws.

e. Delinquent Member

A "Delinquent Member" is a member that has delinquent debts due the organization, has an unresolved issue regarding the abuse or negligent use of Association equipment or materials, or has failed to comply with the Humboldt Wine Association bylaws. A Delinquent Member will have no membership rights or privileges until they have corrected their delinquent status. This member shall regain Member in Good Standing status by:

- i. Making payment of any and all delinquent fees/assessments, and/or
- ii. Resolving the outstanding delinquent membership issue to the satisfaction of the Association through the due process outlined below.

f. Due Process for Resolving Delinquent Membership Status

In all cases excepting simple past due membership fees/debts, a delinquent member shall have the right to present their case at a regular meeting of the membership and be heard. Questions and discussion among delinquent member and other members will be allowed. If a resolution for the given issue can be determined and agreed to by a quorum vote of the membership, the delinquent member can regain full "good standing" status upon completion of said resolution. If no resolution can be determined or agreed to, the member shall be terminated.

g. Termination of Membership

Membership shall terminate upon the occurrence of any of the following events:

- i. The death of the member where there is no other business partner or winery owner remaining;
- ii. The dissolution or sale of a winery, vineyard or other enterprise;
- iii. Resignation of the member;
- iv. Failure of a delinquent member to regain "good standing" status either through payment of outstanding funds due within stated time frame or through the due process outlined above.

**Section 2. Privileges and Voting Rights of Members**

- a. Members are entitled to all privileges, inherent and established for their class of membership by the Association. If the member is a couple, partnership or other business structure, the business entity shall be entitled to all privileges, inherent and established, of Association.
- b. Each Regular Member shall have the right to cast one (1) vote in all business matters conducted at Association regular meetings. Each year Regular Members must designate in writing the individual(s) who has/have the right to cast a vote on behalf of the member. If the member is a couple, family, partnership or other group entity, while more than one person may be authorized to vote, *only one pre-designated, authorized person may vote at any given time and in any given vote.*

**Section 3. Voting Procedures for Regular Members**

- a. At any meeting of members, every Regular Member may vote in person or in writing submitted to one of the Executive Board Members prior to the meeting. In person constitutes a presence at the meeting either in person or via telephone or computer conferencing. In writing means either submitted in writing by email, fax, or U. S. postal mail.
- b. A quorum is a simple majority of Regular Members. Members must be present in person or have submitted a written statement to constitute a quorum for a vote on any given, pre-announced topic.
- c. A Quorum shall not be necessary for simple administrative and day-to-day decisions. A simple majority of Regular Members in attendance at a given meeting is sufficient.
- d. A Quorum shall be necessary to vote on:
  - i. Election of Executive Board Members,
  - ii. Deciding resolutions to any and all "delinquent member" issues excluding a simple past-due debt,
  - iii. Major fiscal matters, including budget approval, annual membership dues structure, and purchases or expenses above \$1,500,
  - iv. Approval of any loans or leases on behalf of the Association, and
  - v. Amendment or additions to these bylaws.

**Section 4. Membership Dues and Assessments**

- a. The dues structure for calendar year January 2009 through December 2009 shall be:
  - i. Platinum Regular Member - \$300: Winery with a tasting room at their own facility or as part of a shared facility;
  - ii. Gold Regular Member - \$200: Winery or vineyard without a tasting room; and
  - iii. Silver Associate Member - \$100: Retail wine seller, non-winery based tasting room, restaurant, lodging establishment, tour operator, or other organization or business supporting or serving the Humboldt wine industry.
- b. Dues will be due on January 1<sup>st</sup> of each year, at which time the Regular Member must designate their eligible voting person(s) for that year.
- c. New members joining after March 31st of any given year shall pay an initial, pro rata one twelfth (1/12) of the established annual dues for each month remaining in the year.
- d. Dues will be deemed delinquent if not paid by January 31st. The member shall be terminated from Association if the delinquent dues are not paid within thirty (30) days of delinquency status, or 61 days from January 1<sup>st</sup>.
- e. Dues and Assessments are non-refundable.

**Section 5. Benefits of Regular Membership (Platinum and Gold)**

- a. Voting rights – one per membership - as outlined in Section 2 above.
- b. Inclusion in the Association web site as follows:
  - i. Winery/vineyard listing with logo, name in bold, address, phone number, brief description of winery/vineyard, location within Humboldt wine region, tasting availability and highlighted link to winery/vineyard home page;
  - ii. Winery/vineyard event postings on Event and Calendar pages of Association web site.
- c. News-worthy information, articles and events related to your Winery/vineyard in any Association online or printed newsletters and press releases.
- d. Participation in any and all annual Association tasting and marketing events.
- e. Listing and inclusion in all Association marketing materials, maps and promotions with winery name in bold and full contact information, to include, but not limited to: Promotional Rack Card, tourist guide books and/or ads, and electronic downloadable brochure/map on web site.
- f. Equal number of Rack Card, Brochures and any other shared marketing materials as other Regular Members for your individual use (quantity to be determined annually by Association).
- g. Access and use of Association customer mailing list – gathered from web site and Association events.
- h. Free or discounted participation in Association educational workshops.
- i. Any additional branding, marketing and administrative support as agreed to and funded by Association.

**Section 6. Benefits of Associate Members (Silver)**

- a. May attend general meetings of the Association, but may not vote on Association matters..
- b. Company listing on Association web site with logo, name in bold, address, phone number, brief description of products/services, location in Humboldt wine region, business hours and highlighted link to Winery/vineyard home page.
- c. Participation in annual Association tasting and marketing events at discounted fees.

**ARTICLE IV: MEETINGS**

**Section 1. Regular Meetings**

A regular meeting of the Association will be held each quarter at a place and time as set at the previous meeting. Business requiring a vote of the membership shall be conducted at a regularly scheduled and normally advertised quarterly meeting. Field trips may substitute for a regular meeting, in which case the business portion of the meeting may or may not be conducted.

**Section 2. Annual Meeting**

The regular quarterly meeting held on the first Sunday of August (rev. 08/09/09) ~~in January~~ of each year shall be known as the Annual Meeting. The formal nomination and election of the Executive Board and review of annual dues structure shall be conducted at the Annual Meeting, along with any other business typically conducted at a regular meeting of the Association.

**Section 3. Special Meetings**

Special Meetings may be called by the Executive Board or at the request of any three (3) Regular Members. Nine (9) days notice shall be given each member prior to each non-scheduled Special Meeting. Said meetings will be conducted in a manner identical to a Regular meeting. Notice is to be made both by post and email.

**ARTICLE V: ORGANIZATION OF LEADERSHIP**

**Section 1. Executive Board**

- a. Membership

The Executive Board shall consist of five (5) elected Board Members from the Association's Regular Membership. The Board members shall select their chairperson, once elected.

b. Duties

The Executive Board will meet as necessary and will be responsible for the following Association functions:

- i. They shall have complete supervision and control over all policies, operations and affairs of the organization. This specifically includes resolution/decision making for any issues or disagreements such as the abuse or negligent use of Association equipment, materials, or adherence to these bylaws.
- ii. They shall draft and propose the annual marketing plan and budget for approval by the membership, and shall organize and manage implementation of the approved plan.
- iii. They will be responsible to establish continued education programs for Association members, establish quality standards, protocols and quality assurance systems, track and disseminate regulatory information related to production,
- iv. They shall have the authority to approve purchases of equipment, goods or services of \$1,500 or less on behalf of the Association; but shall be required to make recommendations for equipment, goods or service expenditures over \$1,500 to the Membership for vote as outlined in Article II, Section 3 above.
- v. They shall also perform additional duties as necessary or required in order to direct the overall activities of the Association.

**Section 2. Committees**

The Executive Board may request the formation of a committee and request additional member participation as it sees fit. Any given committee shall include a minimum of three (3) members. Committees are empowered by the Executive Board to advise and implement policy as agreed to by the Association.

## ARTICLE VI: OPERATIONS

**Section 1. Financial**

a. Compensation and Reimbursement

The organization will provide reimbursement for out-of-pocket expenses as approved by the Executive Board; receipts are required for reimbursement.

b. Loans/Leases

The organization shall not borrow money for any purpose, unless approved by a quorum vote of the membership.

c. Non-Profit Status

The organization shall not be involved in any activity for the sole purpose of making a profit for individual members or for the Association to distribute to individual members as profit; monies received from memberships and other fund-raising efforts shall be used to benefit the Association and its mission and specified purposes only. Unspent funds accrued will be held in the Association checking account and carried forward for future use as needed.

d. Real or Capital Property

The purchase of any capital asset, equipment, and/or office equipment of one thousand five hundred dollars (\$1,500) or less shall be allowed with Executive Board approval only and without a full membership vote. Any purchases of a capital asset, equipment, and/or office equipment with a value greater than one thousand five hundred dollars (\$1,500), shall require approval of a quorum vote of the membership. All real or capital property shall be understood to be owned by the Association and allocated by the Executive Board to its best use.

**Section 2. General**

a. Conformance with Objectives of Organization

All activities of the membership shall be directed towards the furtherance of the vision, mission and purposes of the Association. Activities not directly related to winemaking, wine grape growing, the promotional and educational efforts of the Association are outside of the scope of the Association's intents.

b. Parliamentary Authority

The Executive Board may conduct meetings informally. However, a majority of the Regular Members present may vote to invoke Robert's Rules of Order, in which case they are applicable where they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

c. Entirety of Association Bylaws

These bylaws and any amendments hereto adopted shall constitute the entire agreement among the Association Members, and shall supersede any previous promises, representations, understandings, and negotiations, whether oral or written, among the

parties with respect to the subject matter hereof. No addition to, or alteration of, the terms of these bylaws shall be valid unless made in writing and agreed to by a quorum vote of the membership at a regularly scheduled annual or quarterly meeting.

d. Copyrights and Other Material/Media Ownership

All film, photographs, marketing materials, web site programming and content and any other intellectual materials expressly created by or for the exclusive use of the Association, or with Association funds, shall become property of and be provided to the Association. Should copyrights of any such materials or products be deemed necessary or established in the normal course of Association business, the Association shall hold such copyright.

e. Indemnification

In fulfilling their duties the Executive Board, committee members, and general membership of the Association shall not be liable to the members or one another for any mistakes in judgment, except in the case of real negligence, misconduct or illegal activities. The Executive Board and/or members shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association. The Association shall indemnify and forever hold individual Board members and all other Association members free and harmless against any and all liability to others, including losses, claims, damages and expenses, including reasonable and necessary attorney fees, to the extent any such loss, claims, damages and expenses are due to the acts or omissions of the Association or on account of any Association commitment or contract.

## ARTICLE VII: AMENDMENTS TO THE BYLAWS

### **Section 1. Amendments to the Bylaws**

The Executive Board or any other Regular Member may propose amendments to these bylaws. Upon such a proposal, a copy of the proposed change shall be submitted to each member for review. The proposed amendment shall be approved and adopted if passed by a quorum vote at a regular meeting of the Association membership.

## ARTICLE VIII: DISSOLUTION

### **Section 1. Dissolution**

Upon dissolution of the Association, all cash, property, equipment and other valuables belonging to the Association shall be gathered and sold by the terminal Executive Board, and the proceeds given to a non-profit, non-political, charitable organization. The terminal Chairperson shall retain all accumulated records and correspondence of the organization for a period of one year, after which they shall be destroyed.