

draft
**BYLAWS OF
Traverse Wine Coast**

ARTICLE I
OFFICES

1.01 Principal Office. The principal office of the corporation shall be at such place within the State of Michigan as the board of directors may determine from time to time.

1.02 Other Offices. The board of directors may establish other offices in or outside the State of Michigan.

ARTICLE II
MEMBERS

2.01 Eligibility for Membership. To be eligible for membership in the corporation, the individual entity must be engaged in the production of wine in the Leelanau Peninsula Appellation or the Old Mission Peninsula Appellation of Michigan, have at least five (5) acres of vineyards leased or owned in either appellation and have a retail tasting room located within one of these aforementioned AVAs. Members can also be stakeholders in the region's tourism bureau. A person or entity that meets the foregoing eligibility requirements may become a member by properly completing and filing with the corporation a written membership request, as shall be provided for by the board of directors, and paying appropriate membership dues, as necessary.

2.02 Membership Dues. The board of directors shall establish the initial and annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the board of directors.

2.03 Termination of Membership. Membership may be terminated by the board of directors on the occurrence of any of the following events:

- (a) Failure to pay dues within 90 days after written notice of payment due.
- (b) Failure to satisfy the requirements of section 2.01 of this article.

2.04 Annual Meeting. The annual meeting of the members shall be held on the first Thursday in March at 9:00 a.m. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting.

2.05 Special Meetings. Special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members.

2.06 Place of Meetings. All membership meetings shall be held at such place determined by the board of directors and stated in the notice of the meeting.

2.07 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally, by mail, by facsimile transmission, or by electronic mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the corporation. Alternatively, notice may be published in the corporation's newsletter, provided that the

newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

2.08 Record Dates. The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

2.09 List of Members. The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

2.10 Quorum. Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represented 51 percent of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

2.11 Proxies. A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent of representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

2.12 Voting. Each member entity/winery or tourism member/entity is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute (directors shall be elected by a plurality of votes cast at any election).

2.13 Meeting by Telephone or Similar Equipment. A member may participate in a membership meeting by conference telephone or any similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting of such participant.

2.14 Other Activities of the Members. In addition to the above described meeting of the membership, the board may provide for activities, programs and events for the members.

ARTICLE III BOARD

3.01 General Powers. The business, property, and affairs of the corporation shall be

managed by the board of directors.

3.03 3.02 Number. There shall be not less than 5 nor more than 7 directors on the board. A minimum of two (2) board members will be from the Leelanau Peninsula Appellation, two (2) board members from the Old Mission Peninsula and one (1) representative from Traverse City Tourism as long as a contractual marketing partnership exists.

3.04 Tenure. At the first membership meeting following the 2020 organization pause, the members shall elect 3 directors as per outlined in the bylaws. One such director shall have a term of 1 year; 1 director shall have a term of 2 years; and 1 director shall have a term of 3 years. Thereafter terms for directors shall be 3 years. If the number of directors is increased, the beginning terms of such directors shall be fixed by the board to spread the elections of such directors as proportionally as possible. A director's term shall end with the appropriate annual membership meeting and election and qualification of the director's successor, or until the director's earlier death, resignation, or removal.

3.05 Resignation. Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.

3.06 Removal. Any director may be removed with cause by the remaining directors on the board.

3.07 Board Vacancies. A vacancy on the board due to resignations, removal or death may be filled with a person selected by the remaining directors of the board, though less than a quorum of the board of directors, unless filled by proper action of the members. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members.

3.08 Annual Meeting. An annual meeting of the board shall be held each year on the First Thursday in March of each year immediately after the annual membership meeting. If the annual meeting of the board is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

3.09 Regular Meetings. Regular meetings of the board may be held at the time and place as determined by resolution of the board without notice other than the resolution.

3.10 Special Meetings. Special meetings of the board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

3.10 Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

3.11 Waiver of Notice. The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.12 Meeting By Telephone or Similar Equipment. A director may participate in a meeting by conference telephone or any similar communications equipment through which all

persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting of such participant.

3.13 Quorum. A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

3.14 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

3.15 Bylaw Amendments. Bylaws may be changed or amended with unanimous approval of the Board of Directors without the vote of the entire membership.

ARTICLE IV COMMITTEES

4.01 General Powers. The board by resolution may designate one or more committees, each committee consisting of such members of the corporation as the President may appoint. All committees designated by the board shall serve at the pleasure of the board and undertake such activities as the board shall specify.

4.02 Meetings. Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in Article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

4.03 Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE V OFFICERS

5.01 Number. The officers of the corporation shall be appointed by the board. The officers shall be a president, a secretary, and a treasurer. There may also be a vice president who shall be a voting member of the board, and such other officers as the board deems appropriate. The president shall be a voting member of the board. Two or more offices may be held by the same person (except the president and vice president), but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.

5.02 Term of Office. Each officer shall hold office for the term appointed and until a successor is appointed and qualified. Such term shall be two years until the next annual meeting of the Board unless as otherwise specified by resolution of the Board. An officer may resign at any time by providing written notice to the corporation. Notice or resignation is effective on receipt or at a later time designated in the notice.

5.03 Removal. An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

5.04 Vacancies. A vacancy in any office for any reason may be filled by the board.

5.05 President. The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall preside over the meetings of the membership and the Board. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation. The president shall have a maximum term limit of two consecutive terms.

5.06 Vice President. The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

5.07 Secretary. The secretary shall (a) keep minutes of the membership and board meetings; (b) be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

5.08 Treasurer. The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board. Any checks written from corporation's bank account must be dual signed by the Treasurer and Secretary, and appropriate records be kept of such transactions.

ARTICLE VI CORPORATE DOCUMENT PROCEDURE

All corporate documents (including agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE VII INDEMNIFICATION

7.01 Nonderivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any

civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgements, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

7.02 Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

7.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in section 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be identified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory identification provided by this article.

7.04 Contract Right; Limitation on Indemnity. The right to identification conferred in this article shall be a contract right and shall apply to Services of a director or officer as an employee or agent of the corporation as well as in such persons capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under

this article to identify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

7.05 Determination that Indemnification is Proper. Any identification under sections 7.01 or 7.02 of this article unless ordered by a court shall be made by the corporation only as authorized in the specific case. The corporation must determine the identification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in section 7.01 or 7.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the members.

7.06 Proportionate Indemnity. If a person is entitled to identification under section 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation identify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be identified.

7.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in section 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, lawsuit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be identified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

7.08 Non-exclusivity of Rights. The identification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

7.09 Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

7.10 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

7.11 Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or

is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.

7.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

ARTICLE VIII
COMPENSATION

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE XI
FISCAL YEAR

The fiscal year of the corporation shall end on December 31st.

ARTICLE X
AMENDMENTS

The board of directors at any regular or special meeting may amend or repeal these bylaws or adopt new bylaws by vote of a majority of the directors voting, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the board.

I hereby certify that the foregoing Bylaws were adopted via unanimous email vote of the board of directors on the 10th day of February, 2021.

2/10/2021

Date



Sherri Campbell Fenton
Secretary of the Corporation

**ARTICLE XI
AMENDMENTS**

2.01 - Membership Dues - A \$1,000 non-refundable fees due upon request for membership in the organization. Annual dues which may be assessed are expected from all members with 100% of determined dues payable in February of the year dues are expected.

2.02 - Annual Meeting - The annual meeting of the members shall be held on the First Thursday in March prior to the regular membership meeting. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting,

I hereby certify that the foregoing Bylaws were adopted via unanimous approval on February 10, 2021.

Paul Hamelin,
President

Todd Oosterhouse,
Treasurer



Sherri Campbell Fenton,
Secretary