

**BYLAWS  
OF  
WILLAMETTE VALLEY WINE FOUNDATION,  
an Oregon nonprofit corporation (the “Corporation”)**

**Effective: December 8, 2021**

**ARTICLE I.  
MEMBERSHIP**

The Corporation has no voting members. The Corporation may have persons it refers to as “members” for fundraising or other purposes, but such memberships shall not involve voting or any other type of rights with respect to the Corporation’s governance or operations.

**ARTICLE II.  
BOARD OF DIRECTORS**

**Section 2.1 Powers.** The Board of Directors (sometimes referred to herein as the “Board”) shall manage the affairs of the Corporation.

**Section 2.2 Number.** After the terms of service of the Corporation’s initial directors appointed by the incorporator, the Corporation’s Board of Directors must have no fewer than five (5) directors and no more than twenty-one (21) directors. The exact number shall be fixed from time to time by resolution of the Board; provided, however, no decrease in the number of directors can shorten the term of any incumbent director. The election of a specific number of directors by the Board constitutes a resolution fixing the exact number of directors for purposes of this Section.

**Section 2.3 Composition.** The Board must at all times: (i) have at least twenty-five percent (25%) of its directors appointed by Willamette Valley Wineries Association, an Oregon nonprofit mutual benefit corporation with members (the “Association,” and each director appointed by the Association, an “Appointed Director”); (ii) have the Association’s Executive Director serving as an ex officio voting director (the “Ex Officio Director”) and (iii) have at least forty percent (40%) of its directors be representatives of an Association member; provided, however, that any particular Association member can have no more than one (1) representative on the Board. In addition, an individual who is a representative of a vineyard or winery company cannot serve on the Board unless that vineyard or winery company is an Association member. For these purposes, a “representative” includes an individual with a close working relationship with an Association member. Any question regarding whether an individual is a representative will be determined by the Board, in its sole discretion.

**Section 2.4 Appointment and Election.** Successors to those Appointed Directors whose terms expire in a particular year shall be appointed by the Association. Successors to all other directors (the “Elected Directors”) whose terms expire in a particular year shall be elected by the Board of Directors at its annual meeting. The Board may task a Board or Advisory Committee (as defined below) with recruiting and evaluating candidates to serve as Elected Directors as required from time to time.

**Section 2.5 Term.** The term of office of each Elected or Appointed Director is three (3) years; provided, however, that a director may be elected or appointed to a shorter term to accommodate staggering the terms of office of the directors such that the terms of office of approximately one-third (1/3) of the Board expire each year. Each Elected or Appointed Director's term begins upon their election or appointment, unless a later date is specified, and continues until their successor has been elected or appointed and qualified. An Elected or Appointed Director may serve no more than three (3) consecutive three (3)-year terms and may not be reelected or reappointed to the Board until at least one (1) year has passed since their prior Board service. A term of less than three (3) years shall not count toward an Elected or Appointed Director's consecutive term limit.

**Section 2.6 Resignation.** A director may resign at any time by delivering written notice to the Chair or Secretary, or to the Board of Directors. A resignation is effective when delivered, unless the notice specifies a later effective date. Unless otherwise indicated in the notice of resignation, acceptance of such resignation shall not be necessary for it to be effective.

**Section 2.7 Removal.** The Association may remove an Appointed Director, with or without cause, at any time. An Elected Director or an Appointed Director may be removed, with or without cause, by a vote of a majority of the directors then in office, whenever in its judgment the best interests of the Corporation would be served thereby. If such action is taken at a Board meeting, the notice of such meeting must state that the purpose or one of the purposes of the meeting is the removal of a director or directors.

**Section 2.8 Vacancies.** The Association shall fill any vacancy occurring with respect to an Appointed Director. The Board of Directors shall fill any vacancy occurring with respect to an Elected Director by a majority vote of the remaining directors then in office, even if less than a quorum. A director elected or appointed to fill a vacancy shall hold office for the unexpired term of their predecessor and until their successor has been elected or appointed and qualified.

### **ARTICLE III. MEETING OF BOARD OF DIRECTORS**

**Section 3.1 Annual Meeting.** The Board of Directors shall hold an annual meeting at such date, time, and place as is determined by the Board. The Board shall permit Association Board members and members of any Advisory Board (as defined below) to attend and provide notice of the annual meeting to these individuals and to the Board at least two (2) weeks in advance. At the annual meeting, the Board shall report on the Corporation's operations for the prior year and financial condition.

**Section 3.2 Regular Meetings.** The Board of Directors shall hold such regular meetings as it deems necessary at such dates, times, and places as are determined by the Board.

**Section 3.3 Special Meetings.** Special meetings of the Board of Directors may be held at any date, time, and place, whenever called by the Chair or Secretary, or upon written request of any two (2) directors.

**Section 3.4 Notice of Meetings.** Notice of the date, time, and place of any Board meeting shall be given by the Secretary or, in the case of certain special meetings, by the director

or directors calling the meeting, at least three (3) days prior to the date on which the meeting is to be held, except in the case of the annual meeting, in which case at least two (2) weeks' notice must be given as further described above. Notice may be given by any customary means of communication. Except as otherwise required by law or under the Articles of Incorporation or these Bylaws, neither the business to be transacted nor the purpose of any Board meeting need be specified in the notice or any waiver of such notice.

**Section 3.5 Waiver of Notice.** Whenever any notice is required to be given to any director, a waiver thereof by any customary means of communication by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 3.6 Quorum and Board Action at Meetings.** A majority of the Board of Directors shall constitute a quorum for the transaction of business and, except as otherwise required by law or under the Articles of Incorporation or these Bylaws, the act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board. A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting, or unless the director delivers by any customary means of communication their dissent or abstention to such action either to the person acting as secretary of the meeting before the adjournment of the meeting, or to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent or abstain shall not apply to a director who voted in favor of such action.

**Section 3.7 Meetings Held by Remote Communication.** Directors may participate in a meeting of the Board by any customary means of remote communication by which all persons participating in the meeting can simultaneously communicate, and participation by such means shall constitute presence in person at a meeting.

**Section 3.8 Actions by Unanimous Written Consent.** Any corporate action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action is signed by all of the directors then in office. Action taken by written consent is effective when the last director signs the consent, unless the consent specifies a later effective date. Action taken by written consent shall have the same force and effect as a unanimous vote of the Board and may be described as such.

**Section 3.9 Email Voting.** The Board may, at its option, use email or other electronic means to take action by: (i) providing a description of the matter on which the Board proposes to take action to each director at the email address provided to the Corporation for receiving communications; and (ii) specifying a deadline by which to respond that is not less than forty-eight (48) hours later. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the affirmative vote by email of a majority of directors then in office shall be the act of the Board and shall be effective as of the deadline for responding, unless a later effective date is specified. The Board may not use email voting if the Corporation does not have an email address

for one or more directors or if before the deadline for responding one or more directors objects to taking action on the matter by email and requests the Board hold a special meeting to discuss.

**Section 3.10 Heightened Approval Requirements.** The Board may take action with respect to the following only if such action is approved by all Appointed Directors then in office:

- Any amendment to the Corporation’s Articles of Incorporation of these Bylaws;
- Any significant restructuring or reorganization of the Corporation, such as a merger or consolidation;
- Any contemplated dissolution or liquidation of the Corporation or the transfer of all or substantially all of the Corporation’s assets;
- Any decision that would result in the Corporation incurring debt;
- Any significant change to the Corporation’s purposes or activities; and
- Any action that could jeopardize the Corporation’s ability to qualify as a Section 501(c)(3) public charity.

#### **ARTICLE IV. COMMITTEES**

**Section 4.1 Board Committees.** The Board of Directors may designate one (1) or more committees consisting of two (2) or more directors (and only of directors) that exercise Board authority to the extent provided in the resolution creating the committee (each a “Board Committee”); provided, however, that no such Board Committee shall have the authority to: (i) amend, alter or repeal these Bylaws; (ii) elect, appoint or remove any Board Committee member or any director or officer of the Corporation; (iii) amend the Articles of Incorporation; (iv) adopt a plan of merger or adopt a plan of consolidation with another corporation; (v) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (vi) adopt a plan for the distribution of the assets of the Corporation not in the ordinary course of business; or (vii) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed. Each Board Committee shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, quorum, and voting as applicable to the Board. Each Board Committee must have a Board-approved charter that sets forth the Board Committee’s purposes, authority and responsibilities, minimum membership requirements, and such other matters as the Board determines, and must report to the full Board any action of the Board Committee involving the exercise of Board authority at the next Board meeting or within thirty (30) days, whichever comes first. The designation and appointment of any such Board Committee and the delegation of authority to it shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed by law.

**Section 4.2 Advisory Committees.** The Board of Directors may create advisory committees related to the Corporation’s purposes, operations, or other activities or topics (each, an “Advisory Committee”), composed of any person(s) determined by the Board of Directors to

be appropriate for membership thereon due to the special skills and knowledge possessed by such person(s). Each Advisory Committee must have a Board-approved charter that sets forth the Advisory Committee's purposes, responsibilities, minimum membership requirements, and such other matters as the Board determines. Advisory Committees shall have such responsibilities as may be assigned to them by the Board of Directors; provided, however, that no Advisory Committee shall have or exercise any authority of the Board of Directors.

**Section 4.3 Executive Committee.** The Corporation shall have a standing Board Committee known as the Executive Committee. The Executive Committee shall consist of the Corporation's Chair, Vice Chair, Secretary, and Treasurer, and such other directors as may be elected to the Executive Committee by the Board of Directors; provided, however, that it must have no fewer than three (3) directors. The Executive Committee shall have and may exercise all authority of the Board between Board meetings, except as otherwise required by law or under the Articles of Incorporation or these Bylaws, including the heightened approval requirements set forth in Section 3.10 and the limitations on Board Committee authority set forth in Section 4.1.

## **ARTICLE V. OFFICERS**

**Section 5.1 Officers.** The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors. Any two (2) or more offices may be held by the same person; provided, however, that the same person cannot simultaneously serve as the Chair, the Secretary, and the Treasurer of the Corporation.

**Section 5.2 Election.** Each officer shall be elected by the Board of Directors at its annual meeting.

**Section 5.3 Term of Office.** Each officer shall hold office for a term of one (1) year and until their successor has been duly elected and qualified, or until such officer resigns or is removed in accordance with these Bylaws.

**Section 5.4 Resignation.** An officer may resign at any time by delivering written notice to the Board, the Chair, or the Secretary. Any such resignation shall take effect at the time specified therein or, if no time is specified, upon delivery. Unless otherwise indicated in the notice of resignation, acceptance of such resignation shall not be necessary for it to be effective.

**Section 5.5 Removal.** Any officer or agent elected or appointed by the Board may be removed, with or without cause, by a majority vote of the entire Board whenever in its judgment the best interests of the Corporation would be served thereby.

**Section 5.6 Vacancies.** Any vacancy occurring in an office or new offices created by the Board shall be filled by the Board. An officer elected to fill a vacancy shall serve for the unexpired portion of their predecessor's term of office.

**Section 5.7 Chair.** The Chair shall preside at meetings of the Board of Directors and any Board Committees, exercise the usual powers pertaining to the office of the Board Chair, and shall perform such duties as from time to time may be assigned by the Board.

**Section 5.8 Vice Chair.** In the absence or disability of the Chair, the Vice Chair shall act as Chair and shall perform such duties as from time to time may be assigned by the Board.

**Section 5.9 Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors and of any standing or temporary Board Committees; shall be responsible for timely preparation and delivery of all notices to be given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by law; shall be the custodian of the corporate records; shall be responsible for the authentication of corporate records; and shall perform such other duties as may be prescribed from time to time by the Board.

**Section 5.10 Treasurer.** The Treasurer shall have the care and custody of and be responsible for all funds and investments of the Corporation and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board of Directors and, in general, shall perform all of the duties incident to the office of treasurer and shall perform such other duties as may be prescribed from time to time by the Board.

**Section 5.11 Executive Director.** The Board may appoint an Executive Director to manage the affairs of the Corporation according to the policies, principles, practices and budget authorized by the Board, and to be responsible for management of the Corporation's programs, finances, and personnel, including hiring, training, disciplinary action, and discharge. An Executive Director may be removed, with or without cause, by the Board whenever in its judgment the interests of the Corporation would be served thereby; provided, however, that removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 5.12 Agents and Employees.** In addition to an Executive Director, the Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board.

**Section 5.13 Compensation of Officers, Agents and Employees.** The Corporation may pay reasonable compensation to its officers for services rendered. The Corporation may pay reasonable compensation amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

## **ARTICLE VI. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

**Section 6.1 Corporate Seal.** The Corporation shall have no seal.

**Section 6.2 Depositories.** All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks, or other financial institutions as the Board of Directors may from time to time designate and shall be drawn on checks, drafts or other orders signed on behalf of the Corporation by the Treasurer or such other person or persons as the Board may from time to time designate.

**Section 6.3 Contracts.** All contracts, deeds and other instruments shall be signed on behalf of the Corporation by the Chair, Secretary, or Treasurer, or by such other officer or agent as the Board may from time to time designate.

**Section 6.4 Borrowing.** Notwithstanding any other provision in these Bylaws, no director, officer or agent of this Corporation shall have authority to borrow any funds on behalf of the Corporation or to encumber any assets thereof for corporate purposes or otherwise, except as expressly stated in a resolution approved by a majority of the Board of Directors. The Corporation shall make no loan to any director or officer.

**Section 6.5 Books and Records.** The Corporation shall keep at its registered office, its principal office in this state, or at its Secretary's office if in this state, the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; correct and adequate statements of accounts and finances; a list of officers' and directors' names and addresses; minutes of the meetings of the Board and any minutes which may be maintained by Board Committees. All books and corporate records of the Corporation may be inspected by any director or their agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE VII. AMENDMENTS**

These Bylaws and the Corporation's Articles of Incorporation may be altered, amended or repealed at any time as determined by the Board of Directors, subject to the heightened approval requirements set forth in Section 3.10.

## **CERTIFICATION**

The undersigned, as Secretary of the Corporation, hereby certifies that the foregoing Bylaws were duly adopted on behalf of the Corporation by the Board of Directors as of the effective date indicated above.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Michael McNally, Secretary