

AMENDED BYLAWS
OF
WILLAMETTE VALLEY WINERIES ASSOCIATION

**ARTICLE I.
General**

This organization is incorporated under the laws of the State of Oregon as a nonprofit corporation known as Willamette Valley Wineries Association (sometimes referred to herein as the “Association”).

The mission of the Willamette Valley Wineries Association is to promote, enhance and protect the prestige of Willamette Valley wines and efforts to support our members and community. For these purposes, “Willamette Valley” shall mean the viticultural area described in 27 CFR§9.90.

**Article II.
Membership**

Section 1 CLASSES AND ELIGIBILITY

There shall be four (4) classes of membership in the Association: (i) Winery Members; (ii) Hospitality Members; (iii) Industry Members; and (iv) Vineyard Members. All members shall have the same rights and obligations with respect to the Association, except as otherwise provided for in these Bylaws. The eligibility requirement for each class of membership and whether such class has voting rights is as set forth below.

A. Winery Member

To be eligible to be a Winery Member, an individual or organization (a “person”) must:

1. Have production or marketing facilities in the Willamette Valley that produce or sell wine made from Willamette Valley AVA vinifera grapes under a brand name owned by that person, and that meets one or more of the following requirements:
 - a. holds a TTB permit as a bonded winery and an OLCC winery license, or
 - b. is a second location (as defined by TTB) of a licensed Willamette Valley winery as described in sub-paragraph 1.a above, or
 - c. has obtained a grower's sales privilege license from the OLCC, or
 - d. has wines produced for its brand under an agreement with, and on the premises of, a licensed Willamette Valley AVA winery as described in sub-paragraph 1.a above; and
2. Have sold wines commercially in the year prior to application.

Winery Members are voting members and their representatives are eligible for Board and committee membership.

B. Hospitality Member

To be eligible to be a Hospitality Member, a person must be involved in an industry integrally related to the Willamette Valley wine industry and wine tourism, including but not necessarily limited to:

Willamette Valley wine country restaurants,
Willamette Valley wine country hotels, inns, and B&Bs,
Wine touring companies,
Non-Willamette Valley wineries and tasting rooms located within the Willamette Valley,
or
Willamette Valley wine country tourist activities & attractions that are not directly wine related.

Hospitality Members have no voting rights; their representatives are not eligible for Board membership, but may serve on a non-Board Committee.

C. Industry Member

To be eligible to be an Industry Member, a person must support and provide services to the Willamette Valley wine and grape industry, including but not necessarily limited to:

Laboratories and testing services,
Equipment, packaging and parts suppliers,
Chemical suppliers,
Agricultural Consultants, or
Banks, Insurance Companies, and legal or accounting firms.

Industry Members have no voting rights ; their representatives are not eligible for Board membership, but may serve on a non-Board Committee.

D. Vineyard Member

To be eligible to be a Vineyard Member a person must be a commercial grower of vinifera grapes in the Willamette Valley.

Vineyard Members are voting members and their representatives are eligible for Board and committee membership.

Section 2 ADMISSION.

In addition to satisfaction of the eligibility requirements for the applicable class of membership, admission as a member is contingent upon applicants completing such application and paying such initial assessment and membership dues as the Board of Directors may establish from time to time.

Section 3 DUES.

Members shall be required to financially support the Association by paying membership dues. Membership dues for each class of members shall be at such rates and payable on such schedule as shall be prescribed by the Board of Directors from time to time.

Section 4 ACTIVE MEMBERS.

Active members shall be those members who are current on their membership dues, marketing fees and reimbursements, as the same may be established from time to time by the Board of Directors, and are otherwise in good standing with the Association.

Section 5 WITHDRAWAL

A member may withdraw from the Association by providing written notice to the Treasurer-Secretary or to the Board of Directors at least thirty (30) days prior to the proposed withdrawal date; provided, however, that withdrawal from the Association shall not entitle the member to any refund of such member's membership dues or other contributions already paid, and not relieve a member of any obligation incurred prior to the effective date of the withdrawal.

Section 6 TERMINATION.

- A. Any member shall be expelled, suspended or terminated only for cause and only upon a two-thirds (2/3) vote of the Board of Directors at a meeting at which a quorum is present.
 - For these purposes, cause includes:
 - i. Failing to satisfy the eligibility requirements set forth above;
 - ii. Not being in good standing as a result of failing to pay membership dues or otherwise breaching a material financial commitment to the Association; and
 - iii. Failing to a material and serious degree to observe the policies of the Association, or otherwise engaging in conduct materially and seriously prejudicial to the purposes and interests of the Association.
- B. An expelled or suspended member shall not be a member during the period of expulsion or suspension, and all rights of a terminated member in the Association shall cease upon the termination of such membership; provided, however, that expulsion, suspension, or termination shall not relieve a member of any obligation incurred prior to the effective date of the expulsion, suspension or termination.
- C. In the event that any expulsion, suspension, or termination of a member is contemplated, the subject member shall be notified in writing, by first class of certified mail, of the reasons for the proposed action, and of the time and place of the meeting of the member at which the proposed action is to be considered. Such notice shall be given not less than fifteen (15) days prior to the meeting and the meeting shall be held not less than five (5) days prior to the effective date of the contemplated expulsion, suspension, or termination. At the meeting, the subject member shall be given an opportunity to respond to the stated reason for the proposed action, present and cross-examine witnesses, and to be heard in its own defense.
- D. The Board of Directors shall decide by a two-thirds (2/3) vote at a meeting at which a quorum is present whether or not the subject member should be suspended, expelled, terminated, or sanctioned in some other way. Such decision will be final and any proceeding challenging an expulsion, suspension, or termination must be commenced within one year of the effective date of such action.

Section 7 EXERCISE OF VOTING PRIVILEGES.

Each Winery Member and each Vineyard Member shall designate a representative to exercise its voting privileges and shall have the right to change that membership designation upon written notice.

**ARTICLE III.
Meetings of Members**

Section 1 ANNUAL AND SPECIAL MEETINGS.

The annual meeting of the Association's members shall be held each year during the first calendar quarter. The time and place shall be fixed by the Board of Directors and notice thereof distributed to each member in accordance with these Bylaws.

Special meetings of the membership for any purpose or purposes may be called at any time by the President, the Board of Directors, or members holding at least twenty percent (20%) of the voting power of the membership and shall be held at such date, time, and place as the Board of Directors or the person calling the meeting shall prescribe.

Section 2 NOTICE.

Except as otherwise required by law or these Bylaws, notice of the date, time, and place of the annual meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting. For meetings at which members will be permitted to participate by remote communication, the notice of the meeting must describe how a member may give notice of its intention to participate remotely and how a member will be able to access the meeting remotely.

A member may waive any notice required to be given to such member in a writing, signed by the member entitled to the notice and delivered to the Association for inclusion in the minutes or filing with the corporate records

Section 3 QUORUM and VOTING.

- A. **Quorum and Voting.** Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, the Vineyard and Winery Members represented in person or by proxy at a meeting of the membership shall constitute a quorum for purposes of transacting business at a meeting of the members, and the act of the majority of Vineyard and Winery Members present at a meeting at which a quorum is present shall be the act of the membership.
- B. **Manner of Voting.** A member entitled to vote may vote in person at any meeting, which includes members participating by remote communication, or such member may vote by proxy executed by the member or a duly authorized attorney-in-fact. A proxy shall be valid only if executed and dated within eleven (11) months of the date of the meeting at which the proxy vote is cast. Such proxy may be submitted electronically.
- C. **Voting Rights of Members.** Unless otherwise required by law or provided by the Association's Articles of Incorporation or these Bylaws, the Vineyard Members and

the Winery Members shall have voting rights only with respect to: (i) the election and removal of directors as provided in these Bylaws; (ii) the approval of member-initiated amendments to these Bylaws; and (iii) any transaction involving the dissolution of the Association or the disposition of substantially all of the Association's assets.

ARTICLE IV. Board of Directors

Section 1 NUMBER AND COMPOSITION OF THE BOARD.

The Board of Directors shall be composed of not less than twelve (12) nor more than twenty (20) members and shall consist of "Elected Directors" and "Steering Committee Directors." To be eligible to serve on the Board as an Elected Director, an individual must be a representative of a Vineyard Member or a Winery Member in good standing; provided, however, that a Vineyard Member or Winery Member can have no more than one representative on the Board at any given time. To be eligible to serve on the Board as a Steering Committee Director, an individual must have been nominated by and be concurrently serving on one of the Association's three Steering Committees (the OPC Steering Committee, the Auction Steering Committee, and the Marketing Steering Committee). The Board of Directors shall at all times have two (2) Steering Committee Directors that are members of the OPC Steering Committee, provided that the OPC Steering Committee nominates two members for Board service. The exact number of Board members, and the relative number of Elected Directors and Steering Committee Directors, shall be determined by the Board of Directors from time to time; provided, however, that no more than 25% of the Board may consist of Steering Committee Directors.

Section 2 TERM.

Each director shall hold office for a term of three (3) years and until his or her successor has been elected and qualified or until such director resigns or is removed in accordance with these Bylaws; provided, however, that a director may be elected to a shorter term of office in order to divide the directors into three (3) classes and stagger the terms of the classes. Directors may serve two (2) consecutive three (3) year terms, but then shall be required to rotate off of the Board for a 12-month period before being eligible for reelection.

Section 3 NOMINATION AND ELECTION OF ELECTED DIRECTORS.

- A. **Nominations by Committee.** Prior to the end of the calendar year, the Nominating Committee shall present to the Board a slate of candidates to succeed the Elected Directors whose terms are expiring. Each candidate must be a representative of a Vineyard Member or a Winery Member in good standing and must have agreed to accept the responsibilities of serving as a director if elected.
- B. **Publication of Committee Nominees.** Upon receipt of the slate of candidates from the Nominating Committee, the Board shall promptly notify the Vineyard and Winery Members of the candidates nominated to serve as Elected Directors by the Nominating Committee and shall provide information and instructions regarding the ability of the Vineyard and Winery Members to put forward additional candidates by petition.

- C. **Nominations by Petition.** Additional candidates for Elected Directors can be nominated by any Vineyard or Winery Member of the Association by petition filed with the Nominating Committee within ten (10) days after notice has been given of the candidates nominated by the Nominating Committee.
- D. **Election.** The membership vote on who shall serve as Elected Directors shall be taken by written ballot with each Vineyard Member and each Winery Member entitled to vote for one candidate for each open Elected Director position. The ballot shall list the names of all candidates to serve as Elected Directors in alphabetical order and indicate which candidates were nominated by the Nominating Committee and which were nominated by petition. The ballot shall also indicate the number of responses needed to meet the quorum requirements and specify a reasonable time by which a ballot must be received in order to be counted.

Section 4 SELECTION OF STEERING COMMITTEE DIRECTORS.

The Steering Committee Directors shall be elected by the Board of Directors; provided, however, that to be eligible to serve as a Steering Committees Director an individual must have been nominated by and at all times be concurrently serving on one of the Association's three Steering Committees.

Section 5 RESIGNATION.

A director may resign at any time by delivering written notice to the Board. A resignation shall be effective when delivered, unless the notice specifies a later effective date.

Section 6 REMOVAL.

An Elected Director may be removed with or without cause by the Vineyard and Winery Members, provided that the number of votes cast to remove the Elected Director would be sufficient to elect such director. A member meeting called for the purpose of removing an Elected Director must state that the purpose or one of the purposes of the meeting is the removal of the director. Any director may be removed by the Board only for cause and only by a 2/3 vote of the entire Board.

Section 7 VACANCIES.

A vacancy on the Board of Director shall be filled by the remaining Board members. A director elected or appointed to the Board to fill a vacancy shall serve the unexpired portion of his or her predecessor's term of office.

Section 8 GOVERNANCE.

The governance and policy-making responsibilities of the Association shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 9 EXECUTIVE DIRECTOR.

The Board of Directors may employ an Executive Director (or appropriate title) and shall fix his/her salary and other considerations of employment.

Section 10 MEETINGS, QUORUM AND VOTING

- A. **Regular Board Meetings.** Regular Board meetings shall be held at such dates, time, and places as the Board shall prescribe from time to time, provided, however, that Board meetings will be held no more often than monthly and no less often than quarterly. The Board shall periodically inform the directors of the schedule of regular meetings.
- B. **Special Board Meetings.** Special board meetings may be called by the President or any three (3) director, and shall be held at such date, time, and place as the person calling the meeting shall prescribe. Notice (including the purpose of the meeting) shall be given to each director at least five (5) business days prior to a special meeting;
- C. **Quorum and Board Action.** Unless otherwise required by law or by the Association's Articles of Incorporation or these Bylaws, a majority of the Directors in office shall constitute a quorum of the Board of Directors, and the act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board.
- D. **By conference or other electronic means.** Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken.
- E. **Member-Recommended Agenda Items.** Winery and Vineyard Members may submit items for consideration by the Board, provided, however, that such items must be submitted at least two weeks prior to the regularly scheduled Board meeting at which it will be considered.

Section 11 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT A MEETING.

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall consent in writing.

Section 12 PARLIAMENTARY AUTHORITY.

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles of Incorporation or By-Laws of the Association.

ARTICLE V Committees

Section 1 BOARD COMMITTEES.

The Board of Directors may designate one (1) or more committees consisting of two (2) or more directors that exercise Board authority to the extent provided in the resolution creating the committee, the Board-approved committee charter, and/or these Bylaws (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 Association; (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 Association or revoke proceedings therefor; (vi) adopt a plan for the distribution of the assets of the Association not in the ordinary course of business; or (vii) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed. All voting members of a Board Committee must be members of the Board of Directors.

Meetings and actions of Board Committees shall be governed by, held, and taken in accordance with the provisions of these Bylaws applicable to meetings and actions of the Board, except that the time for regular meetings of Board Committees and the calling of special meetings of Board Committees may be set either by Board resolution or, if none, by resolution of the Board Committee. Minutes of each Board Committee meeting shall be kept and shall be filed with the Association’s corporate records. The Board may adopt rules to prescribe the manner in which proceedings of any Board Committee shall be conducted. In the absence of any such prescription, such Board Committee shall have the power to prescribe the manner in which its proceedings shall be conducted, provided such rules are consistent with these Bylaws.

Section 2 ADVISORY COMMITTEES

The Board of Directors may create advisory committees related to the Association’s purposes, operations, or other activities or topics (each, an “Advisory Committee”), composed of any person(s) appropriate for membership thereon due to the special skills and knowledge possessed by such person(s), subject to any nomination procedures or other processes as may be required by these Bylaws, in the Board resolution creating the Advisory Committee and/or the Board-approved committee charter; provided, however, that each Advisory Committee must have as a member at least one Board member. Advisory Committees may take the form of “Steering Committees,” “Standing Advisory Committees,” or ad hoc committees. Ad hoc committees are generally established on a short-term basis (up to two years) to address special circumstances, whereas Steering Committees and Standing Advisory Committees are intended to operate over a long period of time, providing key resources and guidance to the Association. Advisory Committees shall have such responsibilities as may be assigned to them in these Bylaws, in the Board resolution creating the Advisory Committee and/or the Board-approved committee charter; provided, however, that no Advisory Committee shall have or exercise any authority of the Board of Directors and, to the extent that any Advisory Committee has its own operating budget or reserves, such budget or reserves must be approved by the Board of Directors. The Board may adopt rules to prescribe the manner in which proceedings of any Advisory Committee shall be conducted. In the absence of any such prescription, such Advisory Committee shall have the power to prescribe the manner in which its proceedings shall

be conducted, provided such rules are consistent with these Bylaws. Advisory Committees must report to the Board on its activities at least quarterly.

All Advisory Committees shall appoint a chairperson; provided, however, that such appointment must be approved by the Board of Directors and the Board of Directors may remove the chairperson of any Advisory Committee only for cause and only by a 2/3 vote of the entire Board. Any member of any Advisory Committee may be removed from such committee with or without cause by a 2/3 vote of the entire Board.

Section 3 EXECUTIVE COMMITTEE

The Association shall have an Executive Committee as a standing Board Committee. The Executive Committee shall be composed of all officers of the Board and up to two other Board members appointed by the Board. Subject to the limitations set forth in Section 1 above, the Executive Committee shall have and may exercise all Board authority in between meetings of the Board, unless otherwise limited by the Board. All actions of the Executive Committee shall be reported to and ratified by the full Board at the next Board meeting.

Section 4 STANDING STEERING COMMITTEES

The Association shall have three standing Steering Committees: (i) the Oregon Pinot Camp Steering Committee (sometimes referred to herein as the "OPC Steering Committee"); (ii) the Auction Steering Committee; and (iii) the Marketing Steering Committee, each of which shall have not less than three (3) and not more than twenty (20) members. The Steering Committee shall nominate the Steering Committee chairperson and new Steering Committee members to replace members who resign or whose terms are expiring. The Steering Committee chairperson shall be subject to approval by the Board of Directors.

Section 5 STEERING COMMITTEE BUDGETS

The Board-approved operating budget and/or reserves of a Steering Committee may be maintained in one or more bank accounts that are separate from the Association's general funds; provided, however, that such accounts must be in the Association's name and under its federal employer identification number. If a Steering Committee's financial resources are so maintained, the Association may require such Steering Committee to reimburse the Association for staffing and general administrative expenses (service costs) via a transfer from the Steering Committee's bank accounts to the Association's general funds. The amount of that expense will be determined and fixed during the budgeting process early in the Association's fiscal year and transferred before the end of each fiscal year.

Section 6 STANDING ADVISORY COMMITTEES

The Association shall have the following Standing Advisory Committees: (i) the Membership Committee; (ii) the Advocacy Committee; (iii) the Tourism Committee; and (iv) the Finance Committee, each of which shall have not more than five (5) members. The Executive Committee shall nominate the Standing Advisory Committee chairperson and new Standing Advisory Committee members to replace members who resign or whose terms are expiring, both subject to approval by the Board of Directors.

ARTICLE VI Officers

Section 1 OFFICERS.

There shall be four officers of the Board: (i) President-Emeritus; (ii) President, (iii) Vice-President and (iv) Treasurer-Secretary. At the time of the election of officers, the person concluding his/her term as Vice President shall become the candidate for President, the person concluding his/her term as President shall become the candidate for President-Emeritus, and at least one Board member, not having been an officer of the Board for at least the two prior years, shall be nominated as a candidate for Vice President. This three-year rotation of the office holders is to provide continuity of leadership. At the same time one Board member, not having been an officer for at least two prior years, shall be nominated as a candidate for Treasurer-Secretary; provided, however, that a person serving as the Treasurer-Secretary can serve for two consecutive two-year terms.

Section 2 ELECTION OF OFFICERS, TERM.

The Board of Directors at its first regular meeting of the year shall elect the President-Emeritus, President and Vice President from a slate of candidates proposed by the Board of Directors, following the process in Section 1 (above). The President, Vice-President, and President-Emeritus shall serve for a term of one (1) year or until their successor assumes the duties of office. The Treasurer-Secretary shall have a term of two (2) years. All officers must be voting members of the Board of Directors.

Section 3 RESIGNATION.

An officer may resign at any time by delivering written notice to the Board. A resignation shall be effective when delivered, unless the notice specifies a later effective date.

Section 4 REMOVAL.

The Board of Directors may remove an officer elected by them by a 2/3 vote of the entire Board of Directors, with or without cause, whenever in its judgment the best interests of the Association would be served thereby; provided, however, that such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 5 VACANCIES.

In the event of a vacancy in an officer position, the Board shall elect officers in a manner consistent with Section 2 above.

Section 6 DUTIES OF OFFICERS.

- A. **President.** The President shall serve as the executive head of the Association and shall preside at all meetings of the membership and of the Board of Directors. The President shall, with advice and counsel of the President-Emeritus, Vice- President and Treasurer-Secretary, determine all committees; ensure chairs are established; support in the selection of committee personnel, subject to approval of the Board of Directors.

- B. **Vice President.** The duties of the Vice President shall be those defined by general usage of that title and those required by law. Additional duties may be assigned by the President or by the Board of Directors.
- C. **Treasurer-Secretary.** The Treasurer-Secretary shall have the specific duties of Treasurer, as well as those of Secretary, as defined by law and general usage. In the role of Treasurer, this person shall be responsible for safeguarding all the funds received by the Association and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. The Treasurer-Secretary shall cause a financial report to be made to the Board at least quarterly. In the role of Secretary, this person shall keep or cause to be kept the minutes of the meetings of the Board and of Board Committees in one or more books provided for that purpose, see that all notices are duly given in accordance with these Bylaws or as required by law, and be custodian of the corporate records.
- D. **President-Emeritus.** The President-Emeritus will advise the other three officers on the functioning of the Association.

ARTICLE VII Finances

Section 1 FUNDS.

All money paid to the Association shall be maintained in the Association's general operating fund or Steering Committee bank accounts. Funds unused from the current year's budget will be carried forward.

Section 2 DISBURSEMENTS.

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the policy of delegated authority without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3 FISCAL YEAR.

The fiscal year of the Association shall close on December 31.

Section 4 BUDGET.

As soon as possible after election of the new Board of Directors, the Treasurer-Secretary shall compile a budget of estimated expenses for the coming year and submit it to the Board of Directors for approval.

ARTICLE IX Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the entire Board or by a majority of the entire voting membership at any regular or special meeting, providing the notice for the meeting

includes the proposals for amendments. Any proposed amendments shall be submitted to the Board or the voting members in writing, at least ten (10) days before the meeting at which they are to be acted upon.

ARTICLE X
Compliance with Laws

All policies and activities of the Association shall be consistent with applicable federal, state and local antitrust, trade regulation laws and other legal requirements, including the Oregon Nonprofit Corporation Act, under which the Association is organized and operated, and applicable federal and state requirements applicable to organization qualified for exemption under Internal Revenue Code Section 501(c)(6).

CERTIFICATION

The undersigned, as Secretary of the Association, hereby certifies that the foregoing Amended Bylaws were duly adopted on behalf of the Association on August 25, 2017, to be effective at 11:59 p.m. on August 31, 2017.

Date

Name: _____
Title: _____

Original Yamhill County Wineries Association Bylaws created in 1986

Amended YCWA bylaws to dba WVWA in 2004

Bylaws amended September 24, 2008

Bylaws amended February 11, 2009

Bylaws amended December 15, 2010

Bylaws amended December 7, 2011

Bylaws amended December 4, 2013

Bylaws amended August 25, 2017