

BYLAWS
WESTERN IOWA GRAPE GROWERS ASSOCIATION, Inc.

ARTICLE I

Section 1.01. Name

The name of the Corporation is Western Iowa Grape Growers Association, Inc. The said Corporation shall operate as an independent nonprofit, nonpartisan Corporation.

Section 1.02. Location

The principal office of this Association shall be the Registered Agent.
Western Iowa Grape Growers Association
P O Box 189
Oakland, IA 51560

Section 1.03. Organizational Area

The organizational area where the Corporation targets its resources shall be principally the “Missouri River Corridor” of Western Iowa and Eastern Nebraska.

ARTICLE II

Section 2.01. Purpose

The Association is organized exclusively for agriculture, educational, and promotional purposes within the meaning of Section 501(C)(5) of the Internal Revenue Code.

The purpose of said Association shall be:

- a. To gather and provide information regarding viticulture (culture of grapes).
- b. To better the conditions of those engaged in viticulture and encourage sustainable viticulture practices.
- c. To improve the quality and marketability of grapes produced through the use of education and research.
- d. To promote the wine industry and other value-added uses of grapes.
- e. To network and cooperate with related government agencies, education institutions, development organizations and private industry to address these stated purposes.
- f. To promote a healthy social and political environment conducive to grape growing and wine making for benefits of the Corporate membership.

ARTICLE III

Section 3.01. Membership

There shall be three (3) classes of members as follows:

- Grower Members shall include persons whose grapes are grown within said Organizational area. To be considered a Grower member, the Grower members' grapes must be planted for either commercial purposes or be a serious hobbyist:
- Processor Members shall include persons who operate facilities that add value to grapes. Such facilities and operations include, but are not limited to juice extraction, wineries, or food production. To be considered a Processor Member, the members operation shall be of a commercial nature:
- Affiliate Members shall include any non-participating individual, businesses, associations, or organizations that have an interest in viticulture, grape related products, or processing. They would have no grapes planted, and are not otherwise eligible to be members of the corporation. This group will have no voting rights, guaranteed co-op purchasing privileges or discounts to work shops.

An individual, business, or organization shall hold only one class of membership at a time, and all memberships shall be granted upon approval of the Secretary under the authority of the Officers of the Corporation and the timely payment of such dues and fees as the Officers of the Corporation may fix from time to time.

Section 3.02. Dues

The Membership may establish a dues structure and, from time to time, amend such dues for the various classes of members. The dues shall coincide with the Fiscal Year of the Association. Annual membership dues shall be determined by motion, second, and majority vote of the eligible voting membership present at its Annual Meeting. Dues received after October 31 of the Fiscal year shall apply to the following Fiscal Year.

Section 3.03. Good Standing

Those members who have paid the required dues and fees in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 3.04. Causes of Termination

A membership shall terminate on occurrence of any of the following events:

- Resignation of the member on reasonable notice to the Corporation;
- Expiration of the period of membership, unless the membership is renewed on the renewable terms fixed by the Corporation;
- Failure of the member to pay dues or fees as set by the Corporation within ninety (90) days after they become due or payable;

- Member has failed in a material and serious degree to the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation as determined by the Officers of the Corporation.

Section 3.05. Voting

Grower Members and Processor Members that are current in the payment of dues are entitled to vote at the Annual Meeting and other such meetings where a vote of the membership is required or desired.

Affiliate Members are not entitled to vote at a meeting of members.

All members, voting and non-voting shall have the right to speak at a general meeting of the membership.

Section 3.06. Members Meeting Notice and Quorum

A quorum of the members shall consist of a majority of the members that are present at any duly called meeting of the membership. A duly called meeting shall be set and called by the President of the Corporation, with all members given a minimum ten (10) day notice. The President of the Corporation shall call a meeting of members within forty-five (45) days if a majority of the voting membership petitions the Corporation for a meeting of members.

ARTICLE IV

Section 4.01. Board of Directors

The Board of Directors shall consist of the four elected officers, and an Education Committee Chair; Cooperative Activity Committee Chair; Public Relations Committee Chair; and Legal Committee Chair and shall be elected by the membership as prescribed in Section 4.02 of these articles. No person may hold more than one of the aforementioned board positions at one time.

Section 4.02. Election of Association Officers

Officers of the Corporation shall consist of a president, vice president, secretary and treasurer and shall be elected by the membership, at the Annual Meeting.

President

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all the business and affairs of the Corporation. The President of the corporation shall also serve as Chairman/Chairperson of the Board of Directors. He/she may sign, with attestation of the membership, any deeds, mortgages,

bonds, contracts, or other instruments which the membership authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the membership, these Bylaws, or statute to some other officer and in general he/she shall perform all duties incident to the office of President and such duties as may be prescribed by the Membership from time to time.

Vice President

In the absence of the President in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties from time to time as assigned to him by the President or the Corporation.

Secretary

The Secretary shall keep the minutes of the meetings of the Corporation in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; shall in general perform all duties incident to the office of Secretary and such other duties as time to time may be assigned by the President of the Corporation.

Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, shall receive and give receipts for monies due and payable to the Corporation from any source; shall deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Corporation; shall in general perform all duties from time to time as may be assigned by the President of the Corporation. The treasurer shall have authority to issue and sign checks for expenditures for any approved amounts not exceeding \$1000.00 as directed by the officers of the Corporation. Any disbursements in the amount exceeding \$1000.00 shall also include an approved secondary signature.

Section 4.03. Vacancy

Any vacancy occurring in the Officers of the Corporation shall be filled by majority vote of the remaining officers, until the next annual meeting.

Section 4.04. Quorum and Voting Authority

A quorum of the Board of Directors shall be a minimum of 50% of the board present at any duly called meeting of that Board of Directors.

All Elected Officers and Directors shall have equal voting authority at any called meeting. The Chairman/Chairperson of the Board of Directors will vote only when there is a non-decisive vote.

Section 4.05.

Section 4.06. Compensation

Section 4.07. Removal from Office

An officer may be removed from the Corporation for cause, by the vote of not less than two-thirds (2/3) of the Officers and Directors of the Corporation present at a meeting of the Officers, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the Officer or Director has been informed in writing of the charges preferred against him/her at least ten (10) days before such hearing. The Officer shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of an Officer shall be filled by majority vote, which may be taken at the same meeting at which removal takes place.

Section 4.08. Manner of Acting

The act of the majority of the Officers and Directors present at a meeting, which a quorum is present, shall be the act of the Corporation, unless the act of a greater number is required by law or these Bylaws.

Section 4.09. General Powers

Accordingly, the Corporation has full authority to conduct activities in accordance with lawful purposes as contained within the Code of Iowa, related legislation and regulations.

Article V

Section 5.01. Order of Business

The order of business at any regular or special meeting of the members of the Corporation shall be:

- A.) Approval of Agenda
- B.) Reading and approval of any unapproved minutes
- C.) Reports of officers and committees
- D.) Unfinished business

E.) New business

F.) Adjournment

Section 5.02. Parliamentary procedure

On questions of parliamentary procedure not covered in these Bylaws, a ruling by the President shall prevail.

Article VI

Section 6.01. Fiscal Year

The Fiscal year of the Corporation shall begin on the first day of January and shall end on the last day of December in each year.

Section 6.02. Annual Meeting

The Annual Meeting of the Corporation shall be held at a time and place designated by the President of the Corporation within thirty (30) days following the end of the Association Fiscal Year.

The annual meeting of the organization shall be January of each year. The time and place shall be set by the Board of Directors and notice will be mailed to each member at least ten (10) days before the meeting.

Section 6.03 Additional Meetings

General meetings of the organization may be called by the President at any time, or upon petition in writing of any three (3) Officers or Directors of the Corporation in good standing:

- Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings.

Article VII

Section 7.01. Waiver of Notice

Whenever any notice is required to be given under the provisions of the statutes of said State Bylaws of the Corporation, a waiver thereof in writing signed by the person entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article VIII

Section 8.01. Repel or Amendment of Bylaws

These Bylaws may be replaced or amended by majority vote of eligible voting membership present at the Annual Meeting of said Corporation, or at any special meeting called by the Officers and Directors of the Association for such purpose following notification set forth in Article III, Section 3.06.

The undersigned Secretary of the Corporation identified in the foregoing Bylaws does here certify that the foregoing Bylaws were duly adopted by majority vote of voting members present of said Corporation, and presented as Bylaws of said Corporation, on the 15th day of January, 2005 at the Annual Meeting, and that they do now constitute the Bylaws of said Corporation.

 /s/ Charles Caldwell 1/25/05
President

 /s/ Janet M. Lang 1/25/05
Secretary