

**BY-LAWS OF  
ARIZONA WINE GROWERS ASSOCIATION, (AWGA)**

An Arizona Nonprofit Mutual Benefit Association

Approved and Adopted July 7, 2009

Revised and Approved May 3, 2011

**ARTICLE 1**

**General Provisions**

- Section 1.01 Purpose. The purpose for which this AWGA was formed is to promote and improve the advancement of the wine industry in the State of Arizona.
- Section 1.02 The principal office of the AWGA for the transaction of its business is located in Arizona.
- Section 1.03 The Executive Committee may, however, change the permanent principal office from one location to another by notifying the members of the changed address and effective date below, and such change of address shall not be deemed an amendment of these Bylaws.
- Section 1.04 The AWGA may also have offices at such other places, within or without the State of Arizona where it is qualified to do business, as its business may require and the Executive Committee may from time to time designate.

**ARTICLE 2**

**Members**

- Section 2.01 Master Grower/Winemaker Membership in the AWGA shall be open to any person or business entity as defined engaged in the commercial growing/selling of grapes or production and selling of wine. These members will be entitled to all benefits of membership in the AWGA.
- Section 2.02 Grower In Development Membership in the AWGA shall be open to any person or business entity as defined having at least two acres planned or planted or in the process of obtaining a farm winery license.
- Section 2.03 Voting Membership in the AWGA shall be open to Master Grower/Winemaker Members and Grower In Development Members only. The voting and other rights, interest, and privileges of each such member shall be equal. No member shall hold more than one voting right in the AWGA.
- Section 2.04 Associate Membership. Any other person or business entity not eligible as a voting member may be eligible as an associate member, i.e. one who provides goods and services to the wine industry or engages in the sale of wine.
- Section 2.05 Supporter Membership. Any other person or entity not eligible as a voting member may be eligible as a supporter member, i.e. consumers who support the Arizona wine industry and enjoy Arizona wine.
- Section 2.06 Membership Dues. The annual dues for membership of this AWGA shall be payable in full by the first day of December of each year and delinquent on December thirty first of that same year.
- Section 2.07 Applicants shall be admitted to membership upon meeting the qualifications as set forth in Sections 2.01 - 2.05 of these Bylaws.
- Section 2.08
- (a) No fee shall be charged for making application for membership in the AWGA.
  - (b) The annual AWGA dues payable by members shall be in such amounts as may be determined from time to time by resolution of the Executive Committee. Fees will vary based on membership level.
  - (c) Membership shall be non-assessable.
  - (d) Applicants shall be notified of being admitted as members by surface and/or E-mail.
  - (e) Prorated fees will be allowed for NEW members (previous/existing members are exempt) as determined by resolution of the Executive Committee.
  - (f) Due structures may be defined by employee count. As such a full time employee is defined as any statutory employee or combination of employees who work 40 hours a week either in the vineyard, in winemaking or in the tasting room of a Master Grower.
- Section 2.09 Each member of the AWGA, which is not a natural person, shall designate in writing one of its employees, staff members, or other persons to participate on behalf of the member in all official business of the AWGA. All members of the AWGA who are natural persons may, at the election of the member, similarly designate in writing any employee, staff member, or other person to participate in the business of the AWGA on behalf of that member.

- Section 2.10 The AWGA shall keep a membership record containing the name, address, and telephone number of each member, and the name and business telephone number of each person designated by a member to take part in the official business of the AWGA. Termination of the membership of any member for any reason shall be reported in the record, together with the date of which such membership ceased. Such record shall be available for inspection by any director or other member of the AWGA during regular business hours.
- Section 2.11 No member of the AWGA shall be personally liable for the debts, liabilities, or obligations of the AWGA.
- Section 2.12
- (a) The membership of any member of the AWGA shall immediately terminate upon written request by the member for such termination delivered to the President or Secretary of the AWGA in the Manner set forth at Section 11.01 of these Bylaws. No dues will be refunded by a termination.
  - (b) The membership of any member of the AWGA who fails to pay dues when the same become due within thirty (30) days thereafter shall be denied all voting privileges and shall automatically be terminated at the end of such thirty day period; provided that such member shall be given written notice delivered in the manner set forth at Section 11.01 of these Bylaws within ten (10) days prior to the due date that such dues were due and payable. In the event that such written notice is not given as required herein, then membership shall automatically terminate for nonpayment of dues only if such dues are not fully paid within thirty (30) days after such written notice is eventually given. Application for reinstatement shall be considered in the same manner as any application for new membership to the AWGA.
  - (c) In the event that a member fails to meet the requirements for that class of membership, which is held by the member, that membership shall automatically terminate that class of membership and changed to the appropriate class of membership.
  - (d) A member may be excluded from membership in the AWGA by resolution of the elected officers of the Executive Committee when continued membership by the member is deemed to be contrary to the best interests of the AWGA, violation of state, federal or local law, or detrimental to the aims or activities of the AWGA.
- Section 2.13 Each member is expected to participate actively and positively in the activities of the AWGA. A member shall communicate with the other members on matters under consideration by the membership, pursue with reasonable diligence all assignments voluntarily accepted, support decisions of the Executive Committee as well as consensus decisions reached from time to time by the membership.
- Section 2.14 Notwithstanding any other provision of these bylaws, no member of the AWGA shall be suspended or expelled or have membership terminated for reasons other than those set forth at Section 2.08 of the Bylaws. Notice of termination shall be given in writing pursuant to Section 11.01 of these Bylaws.

### **ARTICLE 3 Meetings of Members**

- Section 3.01 Meeting of members shall be held at the principal office of the AWGA or at such other place of places within or without the State of Arizona as may be designated from time to time by resolution of the Executive Committee, defined in Section 4.01.
- Section 3.02 The members shall meet at least annually in September of each year, beginning with year 2002.
- Section 3.03 Special meetings of members shall be called by the President, by the Secretary, or by any two voting members of the AWGA and held at such times and places within or without the state of Arizona as may be ordered by resolution of the Executive Committee or by members holding not less than ten percent of the voting power of the AWGA, but in no case less than three (3) members.
- Section 3.04 Written notice of the time and place of every special meeting shall be delivered to each member in the manner set forth at Section 11.01 of these Bylaws no less than ten (10) days prior to the date of such meeting.
- Section 3.05 Each notice of meetings of members, whether general or special, shall specify the place, the day, and the hour of the meeting and general nature of the business to be transacted.
- Section 3.06 The transactions of any meetings of members, howsoever called or noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum, as hereinafter defined, is present either in person or by proxy, and it, either before or after the meeting, each of the members entitled to vote but not present in person or by proxy causes to be signed a written waiver of notice or consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the AWGA records and made a part of the minutes of the meeting.
- Section 3.07 A quorum shall consist of a simple majority of the voting members of the AWGA or their designated representatives present at any meeting.

- Section 3.08 In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the members present, whether by designated representative or proxy, however, shall transact no other business.
- Section 3.09 The members present at a duly called or held meeting at which a quorum is present, may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.
- Section 3.10
- (a) Each member eligible to vote is entitled to one vote on each matter submitted to a vote of the members. Voting at duly held meetings shall be by voice vote unless a member entitled to vote demands that election be by ballot, in which event the election shall be by ballot.
  - (b) Notwithstanding the provisions of paragraph (a) hereof, any vote, including the election of the Officers, and Bylaws changes, or other official notices may be conducted by E-mail or surface mail in such manner as the Executive Committee shall determine.
  - (c) No single vote shall be split in fractional votes.
  - (d) Cumulative voting for the election of Officers or otherwise shall not be authorized. The candidates receiving the highest number of votes for the number of Officers to be elected are elected.
  - (e) Members shall have the right to vote either personally, by designating any employee, staff member, or other person associated with the member institution to vote on behalf of the member, or by written proxy authorizing person not associated with the member to vote on its behalf. No proxy shall be valid after one (1) month from the date of its execution unless otherwise provided in the proxy.
- Section 3.11
- (a) Meetings of members shall be presided over by the President of the AWGA or, in his absence, by the first, second or third (in that order) Vice President or in the absence of all of them, by a chairman chosen by a majority of the members present in person or by proxy. The Secretary of the AWGA shall act as Secretary at all meetings of members, provided that in their absence the presiding officer shall appoint another person to act as secretary of the meeting.
  - (b) Robert's Rules of Order shall govern meetings, such rules may be revised from time to time, insofar as such revisions are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this AWGA, or with law.
- Section 3.12 Whenever the law, the Articles of Incorporation of this AWGA, or these Bylaws authorize members to give their written assent of consent to action of the AWGA in lieu of attending and voting at duly held meetings, such written consents may be given by and shall be accepted from, persons who are member, as shown by the books of the AWGA, at the time their consents are given, or their proxies. Any member giving a written consent, or his or her proxy, may revoke the consent prior to the time that written consents of the number required to authorize the proposed action have been filed with the Secretary of the AWGA, but may not be so thereafter.

#### **ARTICLE 4**

##### **Officers**

- Section 4.01 The officers of the Executive Committee of the AWGA shall be a President, four (4) Vice-Presidents, the immediate Past President, a Secretary, and a Treasurer. These officers shall form the Executive Committee.
- Section 4.02 The officers of the AWGA shall be elected by the voting membership from among its own voting members except the Secretary. Each officer shall hold office for two years.
- Section 4.03 The Executive Committee may appoint such other officers or agents as it may deem desirable from among the members and the employees, staff members, or other persons designated by the Executive Committee to participate in the affairs of the AWGA. Such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by resolution of the Executive Committee.
- Section 4.04 Any Executive Committee Officer may be removed either with or without cause by a majority vote of the voting members at the time in office, at any regular meeting or special meeting of the AWGA. An officer shall be removed should he or she cease to be qualified for the office held, such as major dereliction of duties, misappropriation of funds, activities or conduct with a majority of the voting members of the AWGA may deem harmful to the AWGA. Any officer may resign at any time by giving written notice to the Executive Committee or to the President or Secretary of the AWGA, which resignation shall take effect upon receipt, or at any later time specified in the resignation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 4.05 Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Executive Committee for the unexpired portion of the term. Vacancies occurring in appointed offices at the discretion of the Executive Committee may or may not be filled, as the Executive Committee shall determine.

- Section 4.06 The President shall be the chief executive officer of the AWGA and shall in general, subject to the control of the Executive Committee, supervise and control the affairs of the AWGA. The President shall appoint committee chairpersons and shall be a member of all committees. Further, in addition to performance of all duties incident to the office and such duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, and such.
- Other duties as may be prescribed from time to time by resolution of the Executive Committee, the President shall: (1) preside over all Executive Committee meetings and meetings of the general membership; (2) call all Executive Committee meetings.
- Section 4.07 In the absence of the President, or in the event of his or her inability or refusal to act, the First, Second, Third, or Fourth Vice-President, (in that order) shall perform all the duties and exercise all of the powers of the President of the AWGA.
- Section 4.08 The Secretary of the AWGA shall:
- (a) Certify and keep at his place of business the original, or a copy of these Bylaws as amended or the latest revision.
  - (b) Keep at his place of business or at such other place as the Executive Committee may order, a book of minutes of all meetings of the directors and members, recording therein the time and place of holding, whether regular or special, and if special, how authorized, notice thereof given, the names of those present at meetings or directors, the number of members present, whether by designated representative or by proxy, at meetings of members, and the proceedings thereof. Minutes shall be published within two (2) weeks after each meeting and shall include such attachments and supplementary material presented at the meeting as the Secretary may deem appropriate.
  - (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and advise the Executive Committee and members such that all business of the AWGA may be transacted in accordance with the Bylaws, the Articles of Incorporation, and the law.
  - (d) Be custodian of the records of the AWGA and maintain a history thereof.
  - (e) Keep at his place of business a membership book containing the name, address, and telephone number of the employee, staff member, or other person designated by such member as it representative to take part in official business of the AWGA.
  - (f) Receive all correspondence addressed to the AWGA and prepare all approved responses by the President or the designee thereto, except as otherwise provided on the Bylaws and prepare and distribute all formal publications of the AWGA.
  - (g) Present all requests for membership to the Executive Committee and inform applicants for membership of the acceptance or rejection of their request by the Executive Committee.
  - (h) The Secretary must be a member of the AWGA; however, this position is exempt from the classification of holding Voting Member status (this position may be held by any member regardless of level)
- Section 4.09 The Treasurer of the AWGA shall:
- (a) Act as custodian of all funds coming into control of the AWGA and its agent in all financial transactions, including opening and maintaining bank accounts in the name of the AWGA, providing, however, that the Treasurer's authority to commit monies or property of the AWGA without prior approval of the President or his designee shall not exceed \$500.00.
  - (b) Present a detailed written financial statement of the financial affairs of the AWGA at each meeting of the Executive Committee prepared in a manner consistent with generally accepted accounting principles.
- Section 4.10 Officers of the AWGA shall be allowed and paid their actual and necessary expenses incurred in connection with the business of the AWGA; provided, however, that no reimbursement shall be provided for expenses incurred in attending meetings of the AWGA or of the members.
- Section 4.11 The Office of Secretary and Office of Treasurer may be held by the same person.
- Section 4.12 The permanent principal address of the AWGA shall be: AWGA  
17235 N. 75<sup>th</sup> Avenue, Suite D145  
Glendale, AZ 85308

**ARTICLE 5**  
**Committees**

- Section 5.01 The Executive Officers, by a majority vote of its members, may designate three (3) or more of AWGA members to constitute a Committee and delegate to such committee any of the powers and authority of the Executive officers in the management of the business and affairs of the AWGA; except the power to adopt, amend, or repeal the Bylaws, and provided that the designation of such committee and the delegation thereto of authority shall not operate to relieve the Executive Committee or any individual director, of any responsibility imposed by law, by the Articles of Incorporation of this AWGA, or by these Bylaws.
- By a majority vote of its members, the Executive Officers may at any time modify or revoke any or all of the authority so delegated, increase or decrease by not below three (3) the number of its members, and fill vacancies therein from the General Membership. The committee shall establish rules and regulations for its meetings and meet at such times as it deems necessary, provided that a reasonable notice of all meetings of the committee shall be given to its members, and no act of the committee shall be valid unless approved by the vote of written consent of a majority of its members present. The committee shall keep regular minutes of its proceedings and report the same to the Executive Committee from time to time as the Executive Committee may require.
- Section 5.02 The AWGA shall have such other and further standing committees as shall be created from time to time by resolution of the Executive Committee. The Chairperson and members of such standing committees shall be appointed by the Executive Committee and be responsible for accomplishment of the purpose set in the resolution authorizing creation of the committee.
- Section 5.03 The Chairperson of each standing committee shall serve until the next annual election of directors of the AWGA and until his or her successor is appointed or until such committee is dissolved or until such Chairperson is removed as an officer or director of the AWGA, whichever occurs first. Each member of a standing committee shall serve as such until a new Chairperson is appointed or until he or she is removed from office by the Executive Committee of the AWGA, resigns, ceases to be a member of the AWGA or otherwise ceases to qualify as a member of such committee.
- Section 5.04 Vacancies of any committee may be filled for the unexpired period of the term in the same manner as provided in the case of original appointments.
- Section 5.05 A majority of a while standing committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- Section 5.06 The Chairperson of each standing committee shall appoint a Secretary who shall record the minutes of each meeting of the committee and forward the same to the Secretary of the AWGA. Committee Chairpersons shall designate the time and place of committee meetings, and the Secretary shall notify the AWGA, on request of the AWGA Executive Committee. Each committee may adopt rules for its own government and procedure which are not inconsistent with the resolution of the Executive Committee authorizing creation of the committee, wit these Bylaws, wit the Articles of Incorporation of this AWGA, or with law.

**ARTICLE 6**  
**Execution of Instruments, Deposits and Funds**

- Section 6.01 The Executive Committee, except as otherwise provided in the Bylaws, may by resolution authorize an officer or agent of the AWGA to enter into any contract of execute and deliver any instrument in the name of and on behalf of the AWGA, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the AWGA by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose of in any amount.
- Section 6.02 Except as otherwise specifically determined by resolution of the Executive Committee, as provided in Section 7.01, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the AWGA shall be signed by any Executive Committee member.
- Section 6.03 All funds of the AWGA shall be deposited from time to time to the credit of the AWGA in such banks, trust companies, or other depositaries as the Executive Committee may select.
- Section 6.04 The Executive Committee may accept on behalf of the AWGA any contribution, gift, bequest or devise for the general purposes of for any special purpose of the AWGA.

**ARTICLE 7**  
**Indemnification**

- Section 7.01 For the purpose of this Article, “agent” means any person who is or was a director, officer, employee, or other agent of the AWGA, or is or was serving at the request of the AWGA as a director, as a director, officer, employee, or agent of another foreign or domestic AWGA, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic AWGA which was a predecessor AWGA of the AWGA of another enterprise at the request of such predecessor AWGA. “Preceding” means threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative. “Expenses” includes without limitation attorney’s fees and any expenses of establishing a right to indemnification under this Article.
- Section 7.02 The AWGA shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding, by reason of the fact that such person is or was an agent of the AWGA, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceedings if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the AWGA and, in the case of the criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Their termination of any proceeding by judgments, order, settlement, conviction, or upon of a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonable believed to be in the best interests of the AWGA of that the person had reasonable cause to believe that the person’s conduct was unlawful.
- Section 7.03 The AWGA shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened pending. Or completed action by or in the right of the AWGA, for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the AWGA, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interested of the AWGA, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be under this Section:
- (a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the AWGA in the performance of such person’s duty to the AWGA, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine.
  - (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
  - (c) Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.
- Section 7.04 To the extent that an agent of the AWGA has been successful on the merits in defense of any proceeding referred to in Section 7.02 and 7.03 of this Article or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
- Section 7.05 Except as provided in Section 7.04 of this Article, any indemnification hereunder shall be made by the AWGA or if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 7.02 or 7.03 of this Article, by:
- (a) A majority of a quorum consisting of directors who are not parties to such proceeding; or
  - (b) The court in which such proceeding is or was pending upon application made by the AWGA or the agent or the attorney or the person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the AWGA.
- Section 7.06 Expenses incurred in defending any proceeding may be advanced by the AWGA prior to the final disposition of such proceeding upon receipt of an amount unless it shall be behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in the Article.
- Section 7.07 No provision made by the AWGA to indemnify its or its subsidiary’s directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreements, or otherwise, shall be valid unless consistent with the Article. Nothing contained in the Article shall affect any right to indemnification to which persons other than such directors and officer may be entitled by contract or otherwise.
- Section 7.08 No indemnification or advance shall be made under this Article except as provided in Section 7.04 and 7.05 (b), in any circumstances where it appears:

- (a) That is would be inconsistent with a provision of The Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That is would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- (c) Section 7.09 The AWGA shall have power to purchase and maintain insurance on behalf of any agent of the AWGA against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the AWGA would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that a AWGA shall have no power to purchase and maintain such insurance to indemnify any agent of the AWGA for a violation of Section 5233 of the Arizona Nonprofit Public Benefit Corporation Law.

Section 7.10 This Article does no apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the AWGA as defined in Section 1 of this Article.

## **ARTICLE 8**

### **Corporate Records, Reports, and Seal**

- Section 8.01 The AWGA shall keep at its principal office, or at such other place as the Executive Committee may order, a book of minutes of all meetings of directors and of all meetings of members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at directors' meeting, the number of members present at members' meetings, and the proceeding thereof.
- Section 8.02 The AWGA shall keep and maintain adequate and correct accounts of its properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, and losses.
- Section 8.03 On request of an assessor, the AWGA shall make available at its principal office in Arizona or at a place mutually acceptable to the assessor and to the AWGA a true copy of business records relevant to the amount, cost, and value or property, subject to local assessment, which it owns, claims, possesses, or controls within the county.
- Section 8.04 The books of account shall at all reasonable times be open to inspection by director. Every director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the AWGA. Agent or attorney may make in person or such inspection, and the right of inspection included the right to make extracts.
- Section 8.05 The books of account, and the minutes of the meetings of the directors, members, and Executive and Standing Committees shall be open to inspection on the written demand of any member at any reasonable time, for a purpose reasonably related to the interest of the member, and shall be exhibited at any time when required by the demand, in writing or made orally at a meeting of ten (10) percent or more, but not less than three (3) of the members of the AWGA. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts. Demand or inspection other than at a members meeting shall be made in writing to the President or Secretary.

## **ARTICLE 9**

### **Fiscal Year**

- Section 9.01 The fiscal year of the AWGA shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE 10**

### **Bylaws**

- Section 10.01 These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall be come effective immediately on their adoption unless the Executive Committee or members, in adopting them as hereinafter provided, provide that they are to become effective at a later date.
- Section 10.02 These Bylaws may be amended by a majority of the members voting at a regular meeting, special meeting, by postal or E-mail. Proposed amendments to the Bylaws may be submitted for vote of the membership by resolution of the Executive Committee or by petition of five or more institutional members.
- Section 10.03 The original, or a copy, of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the AWGA, shall be recorded and kept in a book which shall be kept at his place of Business of the AWGA, and such book shall be open to inspection by the members at all reasonable times during office hours.

**ARTICLE 11**  
**Miscellaneous Provisions**

- Section 11.01 Any and all notices provided for or permitted under these Bylaws shall be in writing and shall be deemed duly delivered when personally served or, in lieu of personal service, electronically transmitted, or when deposited in the United States mail, fully postage prepaid.
- Section 11.02 As used in these Bylaws:
- (a) The present tense includes the past and the future tenses, and the future tense includes the present.
  - (b) The masculine gender includes the feminine and neuter.
  - (c) The singular number includes the plural, and the plural number includes the singular.
  - (d) The word “shall” is mandatory and the word “may” is permissive.
  - (e) The term “Executive Committee” has the meaning of the governing body of the AWGA.
- Section 11.03 Notwithstanding any other provision in these Bylaws, this AWGA shall abstain from political activity, labor affiliation or endorsement, and sectarian practices. The AWGA shall not discriminate on the basis of race, sex, religion, or national origin.
- Section 11.04 No member, officer, employee, or representative of the AWGA shall take any action or carry on any activity by or on behalf of the AWGA not permitted to be taken or carried on by an organization exempt from taxation under Internal Revenue Code Section 501© (5) or Arizona Revenue and Taxation Code or either such section.
- Section 11.05 No member, director, officer, employee, or other person connected with this AWGA, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the AWGA, provided, that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the AWGA on effecting any of its purposes as shall be fixed by resolutions of the Executive Committee; and no such person or persons shall be entitled to share on the distribution of, and shall not receive, any of the corporate assets on dissolution of the AWGA. All members of the AWGA shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the AWGA, whether voluntary or involuntary, the assets of the AWGA, after all debts have been satisfied, then remaining in the hands of the Executive Committee shall be distributed as required by the Articles of Incorporation of this AWGA and not otherwise.
- Section 11.06 As a matter of policy the AWGA takes the position that not more than two (2) fluid ounces of wine shall be delivered into any container as a tasting at anytime by any member of the AWGA at any duly licensed function sanctioned by the AWGA.
- Section 11.06 An Executive Director may be employed by the Association, if deemed necessary by the Executive Committee. The Executive Director is responsible for the day-to-day operation of the AWGA under the policy direction of the Executive Committee and will design, develop and implement plans and programs as approved by the Executive Committee. The Executive Director will serve on all committees and perform the administrative and research functions necessary to accomplish the recommendations of the committees and ensure implementation of such recommendations upon approval of the Executive Committee. The Executive Director will receive annual compensation as agreed upon by the Executive Committee.



The AWGA Executive Committee Hereby adopts these ByLaws.

\_\_\_\_\_  
Todd Bostock, President

Date \_\_\_\_\_

\_\_\_\_\_  
Ann Roncone, Sonoita/Elgin Vice-President

Date \_\_\_\_\_

\_\_\_\_\_  
Rod Snapp, Northern Arizona Vice-President

Date \_\_\_\_\_

\_\_\_\_\_  
Sam Pillsbury, Southeastern Vice-President

Date \_\_\_\_\_

\_\_\_\_\_  
Nick Lane, Secretary

Date \_\_\_\_\_

\_\_\_\_\_  
Jacque Cook, Treasurer

Date \_\_\_\_\_