

ARTICLE I - NAME AND OFFICES

The name of the association shall be Winery Association of North Dakota. The home office of the association shall be in Bismarck, ND. The association may have other offices as the affairs of the association may from time to time require, and shall be determined by the members.

ARTICLE II - PURPOSES

The mission of the Winery Association of North Dakota is to encourage the growth and development of commercial wineries, cideries, and meaderies in North Dakota through the advancement and advocacy of sound public policy.

In furtherance of this mission, the Winery Association of North Dakota will:

- Develop and implement a strategic public policy agenda.
- Strengthen the bond between wineries, growers, producers, suppliers, and consumers.
- Promote the agricultural heritage of wine.
- Promote wine's importance and contribution to North Dakota's culture and economy.
- Promote the responsible consumption of wine.
- Serve as an educational, technical, informational, consulting and advisory clearinghouse.
- Develop the grass roots political capabilities of wineries.
- Further the interests of wineries at the local and State level.
- Serve as the voice of North Dakota's wine producers in the public and political arena.
- Pursue other activities that support the mission of the WAND

ARTICLE III - MEMBERSHIPS

Section 1: Qualification for membership in the Association shall be limited to persons, firms, partnerships, and other legal entities as set forth in Article III.

- Members shall be Federal and North Dakota state licensed wineries engaged in the commercial production of wine, cider, and/or mead.

Section 2: Membership Application: A prospective member shall contact the president of the association and indicate a desire to become a member. Membership is granted after the president affirms the prospective member is a Federal and North Dakota state licensed winery engaged in the commercial production of wine, cider, and/or mead in North Dakota, the prospective member reads and agrees to abide by the bylaws, and annual dues are collected from prospective member.

Section 3: Representatives: Each member shall appoint and certify, in writing to the association, a representative or alternate representative when the member is not an individual. The appointed representative or alternate representative shall be fully empowered to act on behalf of the member in all proceedings and activities of the association. Such appointment shall remain in effect until rescinded by the member.

Section 4: Suspension and Expulsion;

- Any member more than 3 months delinquent in payment of dues may be terminated.

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- Any member who has had its basic Federal Permit or State Permit revoked, or said permit(s) are expired, shall be expelled effective the date of such revocation or expiration becomes final, unless the membership otherwise directs.
- The membership shall have the authority to censor, suspend, or terminate the membership of any member whose conduct or action shall constitute an endangerment to the welfare of the association or any of its members, or whose conduct or actions are deemed to be not in the best interest of the association. The membership shall determine the manner in which such member shall be notified, and action taken in regard to continuing membership or expulsion.
- No refund shall be made to members suspended, expelled, or terminated.
- Any member may appeal, in writing to the Association, for a hearing on any suspension, expulsion, termination, or censor action taken by the membership.

Section 5: Voting: Each member (as described in Article III, Section1) shall be entitled to vote on association business and each shall have one vote.

Section 6: Resignation and Termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

Section 7: Code of Conduct: Each member commits itself to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as a Winery Association of North Dakota member.

- Members will represent interests that may be of benefit to them as long as they do not conflict with the interest of the industry as a whole.
- Members may not attempt to exercise individual authority over the organization except as explicitly set forth in Winery Association of North Dakota policies.
- Members shall maintain confidentiality appropriate to sensitive issues and information that otherwise may tend to compromise the integrity of the Winery Association of North Dakota.
- Members shall respect decisions of the Winery Association of North Dakota and agree to speak with one voice and not as individuals when representing the Winery Association of North Dakota.
 - Members shall clearly identify they are communicating as an individual and not for the Winery Association of North Dakota when making public comments or statements regarding the North Dakota winery industry related matters unless they are specifically authorized to communicate for the members.

ARTICLE IV - FEES, DUES, and ASSESSMENTS

Section 1: Fees and Dues: The members shall approve all dues and additional fees may be assessed upon approval of a majority of the members.

- Initial fees will be \$50.00 before inception date and \$75.00 after. Annual dues will be \$75.00 per year.

ARTICLE V BOARD OF DIRECTORS

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Section 1: General Powers: The affairs of the Corporation shall be managed by its Board of for the management of the affairs and property of the Corporation.

Section 2: Number, Tenure, Requirements, and Qualifications:

- The number of Directors shall consist of the following officers: The President, Secretary, and Treasurer.
- The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, shall be held unless a quorum of the members is present as provided in Article VII.
- Each member of the Board of Directors shall be a member of the Winery Association of North Dakota and shall hold office for up to a two-year term.

Section 3: Vacancies: Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the members at the next regular meeting.

Section 4: Compensation: Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 5: Removal: Any member of the Board of Directors may be removed with or without cause, at any time, by a vote of three-quarters (2/3) of the members of the Winery Association of North Dakota if in their judgment the best interests of the Winery Association of North Dakota would be served thereby. The notice of the proposed removal must be included in the notice of the meeting and must be given to each voting member, by email, not less than one week prior to the meeting.

Section 6: President: The President shall preside at all meetings of the membership. The President shall have the following duties:

- He/She shall preside at all meetings.
- He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.

Section 7: Secretary: The Secretary shall attend all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
 - The record all votes and the minutes shall be kept on a shared online site that all members can access.
- He/she shall be the registered agent, using their home address as the organization's mailing address.
- He/She shall send notices of all meetings to the members and shall take reservations for the meetings.

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- He/She shall perform all official correspondence from the Board as may be prescribed by the Board or the President.

Section 8: Treasurer: The Treasurer's duties shall be:

- He/She shall submit for the member's approval of all expenditures of funds raised the Winery Association of North Dakota.
- He/She shall present a complete and accurate report of the finances raised by the Winery Association of North Dakota
- The annual report shall be presented be the association's annual meeting.

ARTICLE VI ASSOCIATION ASSETS

- The Winery Association of North Dakota shall be organized as a 501 c 6 organization.

ARTICLE VII - MEETINGS OF THE MEMBERSHIP

Section 1: Regular Meetings: Regular meetings of the members shall be held once a year, at a time and place designated by the President with consultation with the membership. The regular meetings may take place electronically. All members are invited to participate in regular meetings.

Section 2: Annual Meetings: An annual meeting of the members shall take place at least once a year as scheduled by the President in consultation with the membership. The annual meeting will be considered one of the regular meetings. At the annual meeting, the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year. The annual meetings may take place electronically. All members are invited to participate in regular meetings.

Section 3: Special Meetings: Special meetings may be called by the President or a simple majority of the board of directors. The special meetings may take place electronically. All members are invited to participate in regular meetings. A special meeting may be called be petition signed by a majority of the members.

Section 4: Notice of Meetings: Notice of each meeting shall be given to each voting member, by email, not less than one week prior to the meeting.

Section 5: Quorum: A quorum for a meeting of the members shall consist of a majority of active membership.

Section 6: Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE VIII - AMENDMENTS

Section 1. Articles of Incorporation: The Articles may be amended in any manner at any regular or special meeting of the Winery Association of North Dakota, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member. The notice of the

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proposed amendment or a summary of the changes must be included in the notice of the meeting and must be given to each voting member, by email, not less than one week prior to the meeting. All other amendments of the Articles shall require the affirmative vote of an absolute members present at the meeting.

Section 2: Bylaws: The members may amend these Bylaws by a majority vote at any regular or special meeting of the Winery Association of North Dakota. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each member. The notice of the proposed amendment or a summary of the changes must be included in the notice of the meeting and must be given to each voting member, by email, not less than one week prior to the meeting. All other amendments of the Articles shall require the affirmative vote of a majority members present at the meeting

ARTICLE IX - ADOPTION OF THE BYLAWS

We, the undersigned, are all of the initial members of the Winery Association of North Dakota, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the five (5) preceding pages, as the Bylaws of the Winery Association of North Dakota.