

AMENDED BYLAWS OF THE ORANGE COUNTY WINE SOCIETY, INC.

(a California non-profit public benefit corporation)

Effective September 29, 2018

ARTICLE 1 General Provisions

1.1. **Principal Executive Office.** The Board of Directors shall designate by resolution a principal executive office of the Orange County Wine Society, Inc. ("**OCWS**") at any place within the County of Orange, State of California.

1.2. **Objective and Purpose.** The specific objective and purpose of OCWS is to promote the knowledge of winemaking, viticulture, and wine appreciation.

1.3. **Dissolution.** On the dissolution or winding up of OCWS, its assets remaining after payment of, or provision for payment of, all debts and liabilities of OCWS will be distributed as provided in the Articles of Incorporation.

1.4. **Non-Profit Organization.** The OCWS is organized as a non-profit public benefit corporation under the California non-profit public benefit law and Section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2 Membership

2.1. **One Class of Members.** OCWS shall have one class of membership with equal voting and other rights. No person may hold more than one membership in OCWS.

2.2. **Qualification.** Membership in OCWS is limited to natural persons who are at least 21 years of age and who have been approved by the Board of Directors provided that no person may be excluded from membership on a discriminatory basis as defined by California and Federal law.

2.3. **Application.** An applicant for membership must submit a written application on a form approved by the Board of Directors (a written application may include an application submitted by electronic means as approved by the Board of Directors). Applicants will be reviewed by the Board of Directors and approved or disapproved either individually or in mass.

2.4. **Dues.**

(a) Applicants for membership shall pay initial dues in the amount determined by the Board of Directors as a condition to having his/her/their membership application considered by the Board of Directors.

(b) Members shall pay annual dues in such amounts as are determined from time to time by the Board of Directors. Membership dues shall be due and payable annually on or before the member's "**Expiration Date**". A new member's Expiration Date shall be the date occurring one year after submission of the required application and payment of the required dues. A

renewing member's Expiration Date shall be the latter of 1) one year after the current Expiration Date or 2) one year after payment of the required renewal dues.

(c) The Board of Directors may create a different dues structure for "dual" memberships (two persons sharing the same mailing address for OCWS communications) and "single" memberships, without creating a different class of memberships.

2.5. **Provisional Membership.** The Board of Directors may allow member applicants a "provisional membership". A provisional membership is an applicant who has submitted the required form of application and paid the required dues but who has not yet been formally approved by the Board of Directors.

2.6. **No Assignment.** Memberships are personal to the individual and are not assignable or transferrable.

2.7. **Termination.** A membership is automatically terminated when:

(a) The member dies.

(b) Annual dues are not paid on or before the Expiration Date.

(c) The membership is terminated by a two-thirds (2/3's) vote of the Board of Directors.

2.8. **Disciplinary Action.**

(a) Disciplinary action may be taken by the Board of Directors against any member for conduct that reflects adversely on OCWS or is in violation of any membership rules or regulations relating to a sponsored event. Disciplinary action may include, but is not limited to:

(1) A suspension of membership for a stated period of time (suspension means the loss of all membership rights during the period of suspension);

(2) A restriction on the member's right to participate in all or specifically designated activities or events; or

(3) Termination of membership.

(b) Before taking any disciplinary action, the member shall be notified at least fifteen (15) calendar days prior to the Board of Directors considering taking such action and shall be given the opportunity to be heard at the meeting at which such disciplinary action is being considered. Notice may be given in writing via U.S. Mail, postage prepaid, by e-mail or other electronic media, in person or by telephone. Notice given via U.S. Mail shall be deemed received five days (Sundays and holiday excluded) after deposit in the U.S. Mail.

(c) The minutes of any considered disciplinary action shall be taken in executive session.

(d) Members who have been suspended may be reinstated with the approval of the Board of Directors. Members who have had their membership terminated must re-apply for membership as provided in this Article.

2.9. **Non-Liability.** No member of OCWS shall be personally liable for the debts, liabilities or obligations of OCWS.

2.10. **Member in Good Standing.** For purposes of these bylaws, a member is a member in good standing if his/her membership has not been suspended and his /her dues are current. Provisional members (see Section 2.5 above) are not members in good standing until their membership has been approved by the Board of Directors.

ARTICLE 3 Directors

3.1. **Powers.** The business and affairs of OCWS shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors subject to limitations imposed by law, the Articles of Incorporation and these Bylaws.

3.2. **Number of Directors.** The authorized number of directors shall be nine (9).

3.3. **Term of Office.** Directors shall be elected for a staggering term of three years (three (3) directors elected each year for a three year term). Any Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was appointed.

3.4. **Term Limits.** A member may serve on the Board of Directors for two (2) consecutively-elected terms. Appointment to the Board of Directors to fill a vacancy does not constitute an "elected term". After completing two consecutively-elected terms, a member must wait one year before seeking election to the Board of Directors.

3.5. **Resignation.** Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

3.6. **Removal.** A Director may be removed under any of the following events:

(a) Automatic Removal. A director shall be deemed automatically removed from office upon his or her death, declaration of incompetency, or termination or suspension of his or her membership.

(b) Removal by Action of the Board of Directors. A director may be removed by the Board of Directors under any of the following circumstances:

(1) For breach of the Director's responsibility as an officer or director of OCWS.

(2) If the director has missed three consecutive meetings of the Board of Directors or has missed four meetings of the Board of Directors in any twelve month period.

(3) For any reason for which a member may be suspended (see Section 2.8 above).

(c) In the case of the removal of a Director pursuant to subparagraph (b) above, the affected Director shall be given written notice of the Board's intention to consider removal at least fourteen (14) calendar days prior to the meeting at which removal is to be acted upon and shall be given the opportunity to heard at such meeting in his/her defense. Any action taken by the Board of Directors under subsection (b) shall be held in executive session.

(d) **Removal by Membership.** A director may be removed from office by a two-thirds vote of the number of members voting in a special election called in the manner provided in these Bylaws.

3.7. **Vacancy.** A vacancy on the Board of Directors occurs when any authorized position of Director is not filled by a duly elected Director, whether caused by death, resignation, or otherwise. Except as otherwise provided in the Articles or in these Bylaws, vacancies on the Board may be filled by approval of the Board of Directors pursuant to Section 151 of the California Corporations Code, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 307 of the California Corporations Code, or (3) a sole remaining Director.

3.8. **Quorum.** A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Any meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

3.9. **Electronic and Other Meetings.** Members of the Board of Directors may participate in any meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through the use of electronic video screen communication or other communications equipment (other than conference telephone) is permitted only if (1) each member participating can communicate with all the other members concurrently; (2) each member is provided the 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 by OCWS; and (3) OCWS adopts and implements some means of verifying (a) that a person communicating is a Director or other person entitled to participate in the meeting, and (b) all actions of, or votes by, the Board of Directors are taken or cast only by the Directors and not by persons who are not Directors.

3.10. **Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing or by electronic transmission to such action. Such written consent or consents or electronic transmission must be filed with the minutes of the proceedings of the Board of Directors. Action by written consent has the same force and effect as a unanimous vote of the Board of Directors.

3.11. **Compensation.** Directors shall serve without compensation but shall be entitled to reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

3.12. **Proxy.** No Director shall be entitled to vote on any matter by proxy.

3.13. **Meetings.**

(a) All meetings of the Board of Directors shall be called by the President or, if the President is absent, unavailable or refuses to act, by the Vice President or by any three members of the Board of Directors.

(b) Subject to Section 10.0(a), a majority of the authorized number of Directors shall constitute a quorum of the Board for the transaction of business.

(c) Notice of the time and place of the meeting shall be given to all Directors at least five (5) days prior to the date set for the meeting provided that the participation in any meeting

other than for the limited purpose of objecting to the lack of notice or the vote to approve the minutes of any meeting shall constitute a waiver of the lack of notice.

(d) Board of Director meetings need not be conducted strictly in accordance with Robert's Rules of Order but they may be used as a guideline in the conduct of the meeting.

ARTICLE 4

Procedure for Election of Directors

4.1. **Candidacy.** Any member in good standing may declare his or her candidacy for election to the Board of Directors by presenting a written declaration for candidacy to any member of the Election Committee (see Article 6, Section 6.2(b)) not later than fourteen (14) days prior to the scheduled Annual Business Meeting. The written declaration of candidacy may be presented in person, through a designated representative, by mail or by electronic media.

4.2. **Extension.** If the Election Committee determines that an insufficient number of declarations of candidacy have been received in order to fill all available Board of Director positions, the Election Committee may extend the deadline for filing a declaration of candidacy for an additional seven (7) days.

4.3. **Statement of Qualification.** Each candidate for election to the Board of Directors must submit to the Election Committee a written statement as to his/her qualifications provided such statement must be received no later than five (5) calendar days after his or her declaration of candidacy.

4.4. **Eligibility.** All candidates for election to the Board of Directors must be a member in good standing both at the time of his/her declared candidacy and at the time of his/her election. No person may be elected or appointed to the Board of Directors if, as a result of such election or appointment, such person would concurrently serve as a Director with any other Director who is a) the child or parent of such person, b) the spouse or registered partner of such person, or c) the sibling of such person.¹

4.5. **Election.** Voting for the Board of Directors shall be held as follows:

(a) An Official Ballot shall be prepared by the Election Committee on which there shall be listed the names of all of the candidates. Only votes cast on the official ballot shall be valid. Only those members who were members in good standing as of the date of the annual meeting shall be eligible to vote. The official ballot shall be mailed to each member eligible to vote no later than one (1) week after the annual business meeting. Ballots must be received (by mail or in person) by the Chair of the Election Committee no later than 5:00 p.m., three weeks after the Annual Business Meeting.

Nothing in this Section 4.5(a) shall preclude ballots for any matter requiring the vote of the membership from being sent by electronic means rather than by U.S. Mail so long as the voting is secret. The electronic address of each member shall be his or her e-mail address as it appears on the records of the corporation or, in the case of a dual membership having only one address, the single address for both dual members. If a member has not submitted an email address, his or her ballot shall be sent by U.S. mail as provided in the preceding paragraph.²

¹ Approved by a vote of the membership effective September 29, 2018.

² Approved by a vote of the membership effective September 29, 2018.

(b) The vacant positions on the Board of Directors shall be filled by the three (3) candidates receiving the highest number of votes. In the event there is a tie for the third position on the board, the winner shall be determined by a random drawing.

4.6. **Suspension of Election.** If, at the end of the filing period (see 4.1 and 4.2 above), the number of candidates are equal to or are less than the number of Director positions to be filled, the Board of Directors may suspend the need for an election and the candidates can be then declared elected at the Annual Business Meeting.

ARTICLE 5 Officers

5.1. **Officers.** The officers of OCWS shall be a President, a Secretary, a Treasurer (Chief Financial Officer) and a Vice President. OCWS may also have, at the discretion of the Board of Directors, such other officers as the business of OCWS may require, each of whom shall have such authority and perform such duties as the Board of Directors may from time to time determine. No two offices may be held by the same person. Any officer may be replaced at any time by a majority vote of the Board of Directors.

5.2. **President.** The President shall be the Chief Executive Officer and serve as the Chair of the Board of Directors. Subject to the provisions of these Bylaws and to the direction of the Board of Directors, the President shall have the responsibility for the general management, the control of the business and affairs of OCWS and the general supervision and direction of all of the officers, employees and agents of OCWS and shall perform all duties and have all powers that are commonly associated with the office of President or that are delegated to the President by the Board of Directors. The President shall appoint all committee chairs and co-chairs except for the Winemakers' Committee chair or co-chair (see 7.2(f) below).

5.3. **Vice President.** In the absence or disability of the President, the Vice President shall perform all the duties of the President. The Vice President so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and duties as are prescribed to him or her by the Board of Directors. Should the office of President be vacated during the elected term, the Vice President shall fill the vacancy of President for the unexpired term and a new Vice President shall be elected by the Board of Directors.

5.4. **Secretary.** The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings of the members, the Board of Directors and its committees.

The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors required by the Bylaws or by law to be given, shall keep the seal of the OCWS in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors

5.5. **Chief Financial Officer.** The Chief Financial Officer (who may also be called the "**Treasurer**") shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of OCWS and shall send, or cause to be sent, to the members of OCWS such financial statements and reports as are by law or these Bylaws required to be sent to them.

The Chief Financial Officer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of OCWS with such depositories as may be designated by the

Board of Directors. The Chief Financial Officer shall disburse or cause to be disbursed the funds of OCWS as may be ordered by the Board of Directors, shall render to the President and the Directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of OCWS and shall have such other powers and perform such other duties as may be prescribed by the Board.

5.6. **Election.** The officers shall be elected by the Board of Directors. The current President shall call for a special meeting of the Board of Directors as soon as possible after the election results are announced by the Election Committee for the limited purpose of electing officers. The current President, whether or not then a director, shall act as the chair of the meeting. The officers shall be elected by secret ballot in the following order: President, Vice President, Treasurer and then Secretary. As soon as the new President is elected, he or she shall then act as the chair of the meeting. The newly elected officers shall take office immediately.

5.7. **Signature Authority.** All checks or other money transfer orders shall require the signature or authorization of any two of the President, Vice President, Treasurer or Secretary.

5.8. **Compensation.** Officers shall serve without compensation and shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE 6

Membership Meetings

6.1. **Annual Meeting.** A meeting of the members (the “*Annual Business Meeting*”) shall be held annually on a date selected by the Board of Directors in August or September. Notice of the date, time and place of the annual meeting shall be given at least ten (10) days in advance of the meeting by U.S. Mail, postage prepaid or by electronic means. It shall also be published in the monthly newsletter and by posting on the website. The meeting shall be chaired by the President and held in accordance with Roberts’ Rules of Order. The business to be conducted at the meeting will include:

- (a) Candidacy declaration for election of members of the Board of Directors;
- (b) Financial report from the Treasurer (or designee);
- (c) A presentation of any proposed amendments of these bylaws; and
- (d) Such other business as is necessary to be acted upon by the members.

6.2. **Special Meetings.** Special meetings of the members may be called by a vote of the Board of Directors or by a written petition signed by at least twenty percent (20%) of the members in good standing.

(a) The Board of Directors shall set the date, time and place of the special meeting not later than fourteen (14) calendar days after receiving the written petition and the special meeting shall be held not later than thirty (30) calendar days thereafter.

(b) Members shall be given notice of the date, time and place of the special meeting at least ten (10) days prior to the date of such meeting. The notice shall be sent by U.S. Mail, electronic means or by publication in the OCWS monthly newsletter. The notice shall also be posted on the website. The meeting shall be chaired by the President and held in accordance with Roberts’ Rules of Order.

(c) The notice of meeting shall describe the matter or matters intended to be acted upon at the meeting. Only those matters specified in the notice may be acted upon.

ARTICLE 7 Committees

7.1. **Board Liaison.** Every committee, if not chaired by a current member of the Board of Directors, shall have a Director appointed by the President as a committee Liaison.

7.2. **Standing Committees:** OCWS shall have the following standing committees:

(a) Finance Committee: The Finance Committee shall consist of not less than three members in good standing. No member of the Finance Committee shall be a member of the Board of Directors. The Treasurer and President shall be non-voting ex officio members of the Finance Committee. The Finance Committee shall meet not less often than quarterly. The Finance Committee shall be responsible for:

(1) Doing an independent internal review of the accounting and financial records of OCWS; and

(2) Making policy recommendations to the Board of Directors regarding financial activities of OCWS.

(b) Election Committee. The Election Committee shall consist of not less than three members in good standing, none of which shall be a current member of the Board of Directors, a current candidate for election to the Board of Directors, a dual member with any current candidate for election to the Board of Directors or a relative of any of the foregoing. The Chair of the Election Committee shall be a past member of the Board of Directors of OCWS. The members of the Election Committee shall be announced to the membership in May of each year.

(c) Scholarship Committee. The Scholarship Committee shall be appointed annually by the President. The Scholarship Committee shall recommend to the Board of Directors annually the amount to be donated to colleges and universities as scholarships for deserving students.

(d) Commercial Wine Competition Committee. The President shall appoint a chair or two co-chairs of the Commercial Wine Competition Committee.

(1) The Commercial Wine Competition Committee shall plan, organize, and execute the annual commercial wine judging in association with the Orange County Fair & Event Center.

(2) Neither the Director Liaison to the Committee, the Chair (or either of the Co-Chairs) of the committee may concurrently serve as the Director of Judges for the current year competition.

(e) Courtyard Committee. The Courtyard Committee shall have a chair or two Co-chairs appointed by the President. The Courtyard Committee shall plan, organize, and execute all activities relating to the operation of the Courtyard for the current OC Fair.

(f) Winemakers' Committee. The Chair or Co-chairs of the Winemakers' Committee shall be selected by the Winemakers' Group and shall not require approval of the Board of Directors. The Homewine Committee shall be responsible for 1) staging, managing and

conducting the OC Fair Homewine Competition and 2) overseeing all other Winemakers' Group activities.

7.3. **Other Committees.** OCWS shall have such other committees as are determined necessary or appropriate by the Board of Directors.

7.4. **Budgets and Reports.** Committees charged with responsibility for events and activities which will involve the expenditure of OCWS funds shall submit to the Board of Directors for approval a proposed budget for each such event or activity.

ARTICLE 8 Indemnification

8.1. **Indemnification of Officers and Directors.** Each person who was or is made a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that such person (or a person of whom such person is the legal representative) is or was a director or officer of OCWS, shall be indemnified and held harmless by OCWS to the fullest extent permitted by the California General Corporation Law, against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, provided such person acted in good faith and in a manner which the person reasonably believed to be in or not opposed to, the best interests of OCWS. Such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of such person's heirs, executors and administrators. Notwithstanding the foregoing, OCWS shall indemnify any such person seeking indemnity in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the Board of Directors.

8.2. **Non-Exclusivity of Rights.** The rights conferred on any person in this Article shall not be exclusive of any other right that such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote or consent of members or disinterested directors, or otherwise. Additionally, nothing in this Article shall limit the ability of OCWS, in its discretion, to indemnify or advance expenses to persons whom OCWS is not obligated to indemnify or advance expenses pursuant to this Article.

8.3. **Effect of Amendment.** Any amendment, repeal or modification of any provision of this Article shall be prospective only, and shall not adversely affect any right or protection conferred on a person pursuant to this Article and existing at the time of such amendment, repeal or modification.

ARTICLE 9 Emergency Powers/Provisions

9.1. **Definition.** An "**Emergency**" means any of the following events or circumstances as a result of which, and only so long as, a quorum of the Board of Directors cannot be readily convened for action:

(a) A natural catastrophe, including a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion.

(b) An attack on California or the United States by an enemy of the United States, or upon receipt by California of a warning from the federal government indicating that an enemy attack is probable or imminent.

(c) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including mass evacuations.

(d) A state of emergency proclaimed by the Governor or by the President.

9.2. **Emergency Board Authority.** During an Emergency, however number of the Board of Directors as can be reasonably convened shall constitute a quorum for all purposes and a majority vote of that quorum shall be sufficient to take such action as that majority deems reasonably necessary to protect and preserve the assets and properties of OCWS or the assets and properties entrusted to the care of OCWS. The Emergency powers of the Board of Directors under this Article are limited actions deemed necessary to protect and preserve such assets and properties. During an Emergency the Board of Directors shall not take any action that requires the vote of the members. As soon as the Emergency ceases to exist, the powers granted under this Article shall likewise cease.

ARTICLE 10 Miscellaneous Provisions

10.1. Voting.

(a) Unless otherwise specifically stated, any provision requiring the approval of the Board of Directors shall mean the affirmative vote of a majority of the authorized number of Directors at a meeting at which a quorum was present or the unanimous written consent of all members of the Board of Directors as permitted in Section 3.10.

(b) "Approval of the members" means a majority vote of the number of members voting in any election.

10.2. **Prohibition of Private Benefit.** No part of the net earnings of the OCWS shall inure to the benefit of, or be distributable to, its members, directors, or trustees, officers, or other private persons, except that OCWS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of OCWS.

10.3. **Inspection of Books and Records.** The accounting books and records and minutes of proceedings of the Board, and Board committees of OCWS shall be open to inspection on the written demand on OCWS by any Director or member at any reasonable time during usual business hours, for a purpose reasonably related to such person's interests as a Director and/or member. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

10.4. **Fiscal Year.** The fiscal year of OCWS shall be determined by resolution of the Board of Directors.

10.5. **Reliance Upon Books and Records.** A member of the Board of Directors, or a member of any committee designated by the Board of Directors shall, in the performance of such person's duties, be fully protected in relying in good faith upon records of OCWS and upon such information, opinions, reports or statements presented to OCWS by any of OCWS's officers or employees, or committees of the Board of Directors, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of OCWS.

10.6. **Construction and Definitions.** Unless otherwise stated in these Bylaws or unless the context otherwise requires, the definitions contained in the General Corporation Law shall govern the

construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neutral. The term "**Internal Revenue Code**" shall refer to the Internal Revenue Code of 1986, as amended from time to time, and to the corresponding provisions of any subsequent federal tax law

10.7. **Amendments.** These Bylaws may be amended or repealed only by a majority vote of the members voting at any election. Amendments may be proposed:

- (a) By the approval of the Board of Directors; or
- (b) By a written petition signed by five percent (5%) of the members.

Unless the Board of Directors otherwise approves, proposed amendments to the bylaws shall be submitted to the members for approval together with the ballots for election of the Board of Directors (see section 4.5 above) or if there is no election, within the times provided for mailing and receipt of ballots as if there had been an election.

10.8. **Severability.** If any provision of these Bylaws shall be held to be invalid, illegal, unenforceable or in conflict with the provisions of OCWS's Articles of Incorporation, then such provision shall nonetheless be enforced to the maximum extent possible consistent with such holding and the remaining provisions of these Bylaws (including without limitation, all portions of any section of these Bylaws containing any such provision held to be invalid, illegal, unenforceable or in conflict with the Articles of Incorporation, that are not themselves invalid, illegal, unenforceable or in conflict with the Articles of Incorporation) shall remain in full force and effect.

CERTIFICATE OF SECRETARY

The undersigned, Rich Skoczylas, hereby certifies that:

(1) I am the duly elected and acting Secretary of Orange County Wine Society, Inc., a California public benefit non-profit corporation.

(2) The foregoing is a complete and correct copy of the Bylaws of such corporation as adopted a majority vote of the members of the Orange County Wine Society, Inc. effective September 29, 2018, and which have not been amended or modified since such date.

IN WITNESS WHEREOF, I have executed this Certificate of Secretary on October 4, 2018.

/s/ Rich Skoczylas
Rich Skoczylas, Secretary