

AMENDED BYLAWS OF THE ORANGE COUNTY WINE SOCIETY, INC.

(a California non-profit public benefit corporation)

Effective September 30, 2025

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.

1.5. **General Purposes and Powers.**

- (a). This Corporation is organized under the Nonprofit Public Benefit Corporation Law of California (Corporation Codes §5000-6910) for charitable and public benefit nonprofit purposes. In the context of these general purposes, this shall be accomplished through, but not be limited to, outreach, education, advocacy and grants. This Corporation does not contemplate pecuniary gain or profit to the members thereof, and it is organized solely for nonprofit purposes. Its primary purpose is to operate a charitable and educational organization.
- (b). The general powers of this Corporation are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property, provide seminars, operate at wine gatherings, and support wine education.
- (c). To further the object of said Corporation, the Orange County Wine Society Inc., will establish a wine scholarship fund, which will be used to provide monetary assistance to supplement the education of worthy individuals in the fields of winemaking, viticulture, culinary arts, hospitality, and/or wine appreciation.
- (d). Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.
- (e). No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

1.6. **Prohibited Activities.** The Corporation shall not, except in any insubstantial degree,

engage in any activities or exercise any powers that are not in furtherance of the purposes described herein. The Corporation may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in these Bylaws shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Code.

1.7. **Dedication and Dissolution.** This Corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE 2 Membership

2.1. **One Class of Members.** OCWS shall have one class membership with equal voting and other rights among each individual member even if a part of a family membership for dues paying or other purposes. Membership in this Corporation shall not vest in any member any distributions from the Corporation during the existence of the Corporation and shall only entitle the member to vote on matters brought before the members. Membership is not transferable. Members shall have the right to vote, as set forth in these bylaws, including on the election of directors, on the disposition of all or substantially all of the Corporation's assets, on any merger or change of its principal terms, on any action requiring a vote of members under the Corporation Code, and on any election to dissolve the Corporation. All members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

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. All memberships are subject to approval by the Board for dedication to the purposes of this Corporation, adherence to its rules and regulations, timely payment of dues, and other non-discriminatory requirements established by the Board.

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.

(1) 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 or resigns (Corporation Code §5340)

(b) Annual dues or any other fees, costs, or reimbursements 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 after 15 calendar days prior written notice of the disciplinary action and the reasons therefore, and subject to the procedures next following (Corporation Code §5343).

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 or otherwise. Disciplinary action will only be taken in accordance with Corporation Code §5341, the fair and reasonable good faith procedures set forth below, and after affording the member an opportunity to respond. 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 orally or in writing not less than five (5) days before the effective date of the discipline or at the meeting at which such disciplinary action is being considered. Discipline will not be imposed until 5 days after voting by the Board and written notice being provided to the member. Notice may be given in writing via first class or registered 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. The qualifications to be Director shall be:

- a. Be a member in good standing at all times during the Director's term;
- b. Be in compliance with the purposes, articles, bylaws, and other rules and regulations of the Corporation, including the Standards of Conduct set forth at sections 5230-5239 of the Corporations Code;
- c. Be possessed of sound mental, physical, and collaborative abilities, including decorum toward other members, vendors, and other third parties, sufficient to carry out the powers of a Director.

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 pursuant to Corporation Code §5221, §5222, and §5223 with or without cause as set forth therein 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).

(4) For a failure to meet the qualifications to be a serving Director.

(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 provided he/she gives at least 5 calendar days notice of intention to appear or provides written opposition/explanation to the Board prior to the hearing. 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 majority vote of members voting at a meeting in which a quorum is present 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. 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.

4.2. **Nomination Procedures.** As to Directors to be elected by members the following reasonable nomination and election procedures shall be available as part of the election process. Any member who is qualified to be elected to the Board of Directors may be nominated in accordance with Corporations Code §5520 and §5521 as follows: by any group of members constituting at least 2% of the voting power memberships

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.

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 and an opportunity to vote for the number of open seats or to withhold any number of votes. 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 at their current registered address with the Corporation 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.

(b) 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 postage prepaid as provided in the preceding paragraph.

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

(d) A quorum of one-third (1/3) of the eligible members shall be required for election or other vote of the members to be considered valid.

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.

4.7. **Written Election Materials.** In accordance with Corporations Code §5523 and §5524, this Corporation has elected not to provide the ability of nominees for the Board with the ability to provide written candidacy election materials for the Corporation to distribute. The Corporation will permit nominees to access membership records for any reasonable reason related to the election or to any other vote to be taken by the members, provided such access is paid for by the member or does not cause undue expense or labor requirements on the Corporation.

4.8. **No Proxy or Cumulative Voting.** Neither proxy voting nor cumulative voting is allowed for any election, vote, or action taken by the members or the Board under any circumstances.

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 generally 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 Chief Financial Officer (Treasurer) (or designee);

- (c) A presentation of any proposed amendments of these bylaws or the rules of the Corporation; ~~and~~
- (d) Any other matter for which approval by the membership is required or authorized; and
- (e) Such other business as is necessary to be acted upon by the Corporation.

6.2. **Special Meetings.** Special meetings of the members may be called by a vote of the Board of Directors or by the President or by a written petition signed by at least five percent (5%) of the members in good standing.

(a) The Board of Directors shall give written notice of the date, time and place of the special meeting not later than fourteen (14) calendar days after said special meeting is called or after receiving the written petition and the special meeting shall be held not later than thirty (30) calendar days thereafter in accordance with the notice of the member meetings set forth herein.

(b) Members shall be given written 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, provided that if not given by first class, registered, or certified mail then the notice shall not be less than 20 days prior to the meeting. The notice shall also be posted on the OCWS website. The meeting shall be chaired by the President and held in general 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.

6.3. **Quorum Required.** One-third of the voting power of the Corporation shall constitute a quorum of members and shall be required pursuant to Corporations Code §5512 or any successor statute in order for the members to take action at any meeting of the members.

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, Directors, and Members.** 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, officer, or member of OCWS, shall be indemnified and held harmless by OCWS to the fullest extent permitted by the California General Corporation Law, the Code of Civil Procedure, and the California Nonprofit Corporation Law (generally and specifically the Nonprofit Public Benefit 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 on account of said Proceeding or 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, officer, member, or otherwise associated with the OCWS 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 person's actions or inactions involved in said Proceeding (or part thereof) were authorized by the Board of Directors.

8.2. **Non-Exclusivity of Rights.** The indemnity and hold harmless 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 for good and reasonable cause, 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.

8.4. **Definitions and Scope of Liability Protections.** "Expenses" and "Proceeding" shall have the broadest interpretation available as defined in Corporations Code §5238, §5239, and all related indemnity and hold harmless statutes, including Code of Civil Procedure §425.15 (procedures for filing causes of action against nonprofit volunteer officer or director). The limitation of liability and indemnification provisions in this Article II are intended to provide the Corporation with the fullest possible protection against liabilities under California nonprofit and general corporation laws and cases, to the extent permitted by law. The Corporation shall rely on the relevant statutes, regulations, and judicial decisions to uphold and enforce these liability protections to the maximum extent allowed. These protections include, but are not limited to:

- a. Protection against personal liability for monetary damages to the corporation, its members, or any person for acts or omissions in good faith as a director, including breaches of duty of care, except as provided in Cal. Corp. Code §5233;
- b. Protection against liability arising from any action taken or any failure to take any action, as a director, officer, employee, or agent of the Corporation, except as provided in Cal. Corp. Code §5231;
- c. Indemnification for expenses incurred in successfully defending against any claim arising from service to the Corporation;
- d. Protection against liability for improper distributions, loans, or guarantees;
- e. Protection against liability for the debts, liabilities, or obligations of the Corporation.

8.5. **Approval of Indemnity.** Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Public Benefit Corporation Law, the board shall promptly determine in accordance with Section 5238(e) of the California Nonprofit Public Benefit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of directors who are not parties to such proceeding, the board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.

8.6. **Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of its directors, officers, members and other agents against any liability asserted against or incurred by such persons in such capacity or arising out of the persons' status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article.

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 or special meeting or other action to be taken at which a quorum is present.

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 board at which a quorum is present unless such action would materially and adversely affect the rights of members as to voting or transfer, or by a majority vote of the members voting at any election at which a quorum is present. 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 by vote of members 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.

10.9. **Election Inspectors.** Pursuant to Corporations Code §5615 or any successor statute, the Board or the President may appoint inspectors of the election for any election to be voted upon by the members and shall be required to so appoint inspectors if so requested by any member in good standing. The number of inspectors shall either be one or three as determined in accordance with Corp. Code §5615. If any action is to be taken without a meeting by written ballot then only the Board may determine to appoint inspectors.

10.10. **Voting Restrictions.** No cumulative voting nor any proxy voting on any matter shall be permitted.

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