



**BYLAWS**  
**WINERIES OF SANTA CLARA VALLEY**  
*February 2023*

**Article I –Name**

The name of this organization shall be Wineries of Santa Clara Valley (hereinafter “WSCV”). These bylaws are adopted pursuant to the articles of incorporation and ratified by a majority of wineries eligible for membership.

**Article 2 – Statement of Purpose**

This Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. This Corporation is organized under the non-profit public benefit Corporation Law for public and charitable purposes. The Employer Identification Number (EIN) for Wineries Of Santa Clara Valley is 26-1763530. EIN is also referred to as FEIN (Federal Employer Identification Number) or FTIN (Federal Tax Identification Number). The specific purpose of this Corporation is to educate people about wine and wineries, grape growing using sustainable agricultural winemaking and production practices related to the highest standard of quality winemaking in Santa Clara Valley, and to provide educational opportunities and promote public awareness about the cultural heritage, health benefits and enjoyment of wine in a socially responsible manner and to be recognized as a positive, contributing member of the community.

**Article 3 – Members**

**Section 1. General:**

Winery members agree to participate in WSCV events. Participation may require wine to be donated and a commitment to assist with the tasks involved. It is understood that these events are in furtherance of the goals and objectives in the Statement of Purpose.

**Section 2. Meeting of Members:**

Whenever reference is made in these bylaws to a “meeting of members”, or “voting by members” or, a “majority of members” or other proportion of “members required to be present” or to constitute a “quorum” for voting purposes, the word members shall only mean “winery members” of the WSCV.

**Section 3. Santa Clara Valley:**

Whenever reference is made to “Santa Clara Valley,” it means that geographic area defined in 27 CFR Section 9.126 as it currently exists or is subsequently amended.

**Section 4. Member:**

WSCV may refer to persons or entities as “members,” even though those persons or entities are not “voting members”, but no such reference shall result in anyone being a “member” as a member within the meaning of Corporation Code Section 5056 unless that person or entity shall have qualified for a “voting membership” under Article 3, Section 5 of these bylaws.

**Section 5. Winery Members:**

Any bonded winery that either 1) has a permanent public tasting facility in Santa Clara County or within the Santa Clara Valley AVA, or 2) produces a Santa Clara Valley designated wine shall be eligible to be a “winery member” or “voting member” of the WSCV. Each member winery shall be entitled to one vote. The name of the representative of the voting member winery shall be given in writing to the Secretary of the WSCV by the member winery for voting identification purposes. This is the only member category entitled to a vote in this organization.

**Section 6. Associate Members:**

Associate Member eligibility: a) Any person, firm, partnership or corporation engaged in viticulture endeavors not otherwise eligible as a winery member and subscribing to the stated purpose of the WSCV; b) Any person, firm, partnership or corporation allied with grape and wine growing; c) Any person employed by a winery member or an affiliate member; d) Any person whose interests coincide with that of the WSCV may, at the discretion of the board, be eligible for memberships as an Associate Member. Associate Members are not eligible to vote

**Section 7. Application for Membership:**

Any person wishing to become a member in one of the categories of membership shall submit an application to the Secretary of the WSCV which shall contain their requested member category and qualifications, name of the member representative, physical and mailing addresses for notice purposes email address and phone number, which in turn, shall be referred to the board of directors or a designated committee for consideration. Upon favorable vote of a majority of the board of directors, membership shall be conferred. The application shall contain an execute agreement on the part of the applicant to abide by the articles of incorporation and these bylaws.

**Section 8. Resignation:**

Any member may resign from the WSCV at any time, but in so doing shall forfeit all rights, shares and interest in any of the property and assets on the WSCV.



### **Section 9. Discipline:**

Any member may be disciplined or expelled because of conduct substantially detrimental to the interest and stated purpose of the WSCV as determined in the sole discretion of the WSCV as set forth below. Such action will take place only after said member is sent a written Notice of disciplinary hearing at least three days prior to the hearing, and a hearing on the expulsion or other discipline regarding the conduct takes place in accordance with this section. The Notice shall be in writing and shall be personally delivered to the member's address, or sent by Federal Express, or by any other method resulting in Notice to the said member subject of the hearing, by the Secretary or other person designated by the Board of Directors, and shall describe all of the conduct of the subject member deemed to be detrimental, and the subject of the disciplinary hearing. The member subject of this hearing may be present and present a defense at said hearing. A determination and recommendation of the Board, if any, to discipline or expel a member shall be in writing and shall occur only after an affirmative majority vote of the Board of Directors in attendance at the hearing. If a recommendation of Discipline of Expulsion is made by the Board at the hearing, said recommendation for Discipline of Expulsion shall be in writing and shall be forwarded to the voting members only for approval, and said Discipline of Expulsion shall only occur if approved by the two thirds (2/3) of the voting membership of the WSCV.

## **Article 4 – Elections**

### **Section 1. Annual Meeting:**

Pursuant to call of the Board of Directors, there shall be an annual meeting in November, before the regular BOD meeting, for the purpose of electing a Board of Directors and Officers of the WSCV for the following terms commencing on January 1st of the following calendar year. The President, having previously appointed a nominating committee, shall ask for a list of nominees.

Additional nominations from the floor, if seconded, shall be added to the list of candidates. The election shall then be held by written ballot with each member voting for no more than the available Board positions. Upon election of the Board of Directors and from this number, the President shall ask the members for nominations and conduct the elections for the offices of the President, Vice President, Treasurer and Secretary, successively by written ballot. The newly elected officers and Board members will be installed by the outgoing President at the regular November meeting.

Nominations and election votes may be conducted electronically with a 2/3 approval of the Board of Directors.

## **Article 5 – Board of Directors**

### **Section 1. Powers:**

All the powers, rights and privileges of the WSCV shall be exercised and its business conducted and approved by the Board of Directors, as allowed by the provisions of the Article of Incorporation and these bylaws.

### **Section 2. Qualifications:**

All members of the Board of Directors shall be winery members in good standing, and the voting representative of the member winery. There may be no more than one Director from any member winery—and if a Director's affiliation with said member winery ends, they will immediately cease to be a Director and a new director shall be elected by the Board at the next scheduled Board meeting.

### **Section 3. Term:**

Board of Directors numbers one (1) through four (4) shall be elected on even years for a two (2) year term, and Directors five (5) through seven (7) shall be elected on odd years for a two (2) year term. Should a Board member be unable to complete their term the President shall appoint a replacement to fill the remainder of the term. The Board of Directors will vote on the nominee at the next regular meeting, with a majority of the members required for the election. There is no term limit for the Board members. During unprecedented times, such as the Covid-19 Pandemic of 2020-2021, Board members may request an extension to their terms until such time as the nomination and election process can occur. Term lengths for Board members elected following such times may be lessened or extended in order to establish a new even year/odd year election cycle.

### **Section 4. Number of Directors:**

The number of Directors to be on the Board is seven (7). The President, Vice President, Secretary and Treasurer shall be elected and they will also serve as Directors, in addition to the performance of the duties of their elective office. The President shall preside over meetings of the Board of Directors as Chairman of the Board, the Vice President shall serve as the Vice Chairman of the Board.

## **Article 6 – Officers**

### **A. General: Officers:**

The officers of the WSCV shall be President, Vice President, Secretary, and Treasurer, which officers will be elected by the voting members from the newly elected Board of Directors for the term of one year or until their successors are duly qualified and elected. All officers shall serve without payment. All officers will be representatives (owners, principals, or appointed management staff) from Winery Members.



### **Section 1. President:**

The President shall preside over all meetings of the WSCV and the Board of Directors. The President shall have one vote, the same as any other Director of winery member. The President may, from time to time, and with the advice and consent of the Board of Directors, appoint standing and ad hoc committees. If the President deems it necessary, he/she may terminate the work of a committee and disband it. The President may appoint replacement Directors or officers for the remaining term of the vacated Board member or officer. The President shall, under the direction of and with the advice and consent of the Board of Directors, be in charge of the affairs and dealings of the WSCV and shall discharge other duties as may be required by law, the Articles of Incorporation, these bylaws and resolutions of the Board of Directors. The President shall have the authority, by order directed to the Secretary, to call special meetings of the voting members of the WSCV and also special meetings of the Board of Directors whenever deemed necessary and proper. Only the President, with Board of Directors approval, shall be able to enter into any contract or otherwise obligate the Wineries of Santa Clara Valley.

### **Section 2. Vice President:**

Whenever the President is absent or is unable to or fails to attend to the duties of office, or must recuse himself/herself, or is otherwise disqualified from acting as to any transaction or matter, the Vice President shall perform the functions and discharge the duties of the President.

### **Section 3. Secretary:**

The Secretary shall keep records and provide written minutes to all members in a timely manner prior to or at the next scheduled meeting of all meetings. The Secretary shall maintain proper books and maintain an accurate record of all the classes of membership of the WSCV. In accordance with the bylaws, the Secretary or the President will send or deliver all the notices and maintain the necessary correspondence to keep the WSCV in good standing with the Department of Corporations. The Secretary or President may send notices and minutes by electronic mail to any members.

### **Section 4. Treasurer: The Treasurer:**

The Treasurer shall keep proper books in accordance with standard bookkeeping practices and as required to prepare the annual tax return. The Treasurer shall provide a receipt for funds delivered or mailed (to help him/her) in the preparation of the tax returns. The Treasurer will provide members an accounting of the financial activities of the previous month. The Treasurer may send financial reports to a member by electronic mail.

## **Article 7 – Dues and Assessments**

### **Section 1. Member Winery:**

Equal annual dues for each member winery shall be determined by the affirmative vote of two thirds (2/3) of the directors prior to the Annual Meeting. Additionally, wineries may be asked to contribute wine to the WSCV for tasting, events, dinners and festivals.

### **Section 2. Non- Member Winery:**

Dues for members other than Winery Members (“Associate Members”) shall be determined by the Board of Directors as they deem them to be appropriate and reasonable.

### **Section 3. Due Date:**

The Board of Directors shall have power to prescribe the dates on which dues shall be payable and the method of payment of dues and may collect the same by action against any member or by the forfeitures of membership upon reasonable notice, or both.

## **Article 8 – Meetings**

### **Section 1. Regular Meetings:**

The Board of Directors shall meet each month at a time and place designated by the Board of Directors provided notice of such meetings is given in a timely manner. Any Winery Member or Associate Member may attend any meeting of the Board of Directors. Meetings may be conducted electronically using internet applications.

### **Section 2. Special meetings:**

A Special meeting of the Board may be called by the President or by any five Directors by order served to the Secretary. Notice of such special meeting shall be served on each Director by delivering a copy thereof to him/her personally at his/her last known winery email address at least twenty for (24) hours before the time fixed for the meeting. Special Meetings may be conducted electronically using internet applications.

### **Section 3. Member Meetings:**

A meeting of the Members of the WSCV may be called by the Board of Directors or by the President or by any five (5) Directors at their pleasure, by order directed to the Secretary and shall be called by the President or any five Directors upon the written request of at least one third (1/3) of the voting members of the WSCV.

### **Section 4. Amount of Notice:**

Notice of all meetings of all Members of WSCV shall be emailed personally at least fourteen (14) days before the time fixed for each meeting.



**Section 6. Quorum:**

At any meeting of the Board of Directors or of the voting members of the WSCV, a majority of the total board members or of the total voting members, respectively, as appropriate, shall constitute a quorum for the transaction of business, unless otherwise explained herein.

**Section 7. Proxy:** Proxy votes are permitted if presented in writing at the beginning of a meeting, either hard copy or electronically, signed by the voting member, and the proxy is recognized and accepted by the Board of Directors. A proxy vote may be used for a specific vote on a specific action item which must be written in the proxy or as a general proxy for business conducted at a specific meeting. Directors may not use a proxy for action items at a regular Board meeting.

**Article 9 – Recall of Officers and Board of Directors:**

Any member of the Board of Directors or any Officer of the WSCV may be relieved of their position only upon the affirmative vote of two-thirds (2/3) of the winery membership and after notice and a hearing at which time the subject Director or Officer may present his/her defense as set forth in Article 3, Section 8 above. However, upon being relieved of their position they will not lose membership in the WSCV.

**Article 10 – Amendment of Bylaws:**

These bylaws may be amended at any regular meeting of the voting members, or special meeting of voting members called for such purpose by the affirmative vote of two-thirds (2/3) of the total members of voting members. Written Notice of any proposed change to the bylaws along with the proposed written changes shall be mailed, U.S. mail first class prepaid, or personally delivered, to all voting members at least fourteen (14) days before the meeting where such proposed change will be considered and voted on. Votes may be cast via a return ballot provided by the WSCV or electronically by the member winery, one vote per winery.

Signatures of Board Members

1. \_\_\_\_\_  
Date  
President/Director

2. \_\_\_\_\_  
Date  
Vice President /Director

3. \_\_\_\_\_  
Date  
Secretary/Director

4. \_\_\_\_\_  
Date  
Treasurer/Director

5. \_\_\_\_\_  
Date  
Director

6. \_\_\_\_\_  
Date  
Director

7. \_\_\_\_\_  
Date  
Director