

BYLAWS OF THE GULF COAST WINEGROWERS ASSOCIATION

ARTICLE I Name and Address

Section 1.1 Name and Charter. The name of this corporation shall be **GULF COAST WINEGROWERS ASSOCIATION ("GCWA")**. GCWA was duly chartered on February 25, 2019 (Filing Number: 0803211014) pursuant to the provisions of the Texas Non-Profit Corporation Act.

Section 1.2 Address. The office of GCWA shall be at the: place to be designated by the Board of Directors.

Section 1.3 Registered Agent. GCWA shall have and continuously maintain in the State of Texas a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical to the principal office in the State of Texas, and the registered office may be changed from time to time by the Board of Directors.

ARTICLE II Purpose

Section 2.1 Purpose. The Gulf Coast Winegrowers Association, is organized to promote viticulture in the Gulf Coast region of Texas and its related education and marketing activities.

ARTICLE III Membership/Meetings

Section 3.1 Members. The membership of the Gulf Coast Winegrowers Association is open to all with an interest in the promotion of the growing of Gulf Coast Wine grapes, wine made from Gulf Coast Wine grapes or any person interested in the improvement of the economy and life in the Gulf Coast wine growing area. Voting Members of GCWA are the owners of Gulf Coast wine growing vineyards of one (1) acre or more or wineries producing wines from Texas grapes. Owners may select a designee as their voting member. Owners may not change their designee more than one time during a fiscal year. Voting and Non-Voting Members must fill out an application for membership. Family memberships include one voting membership and three additional non-voting members.

Section 3.2 Annual Meeting. An Annual Meeting will be held during the first quarter of the year. Notice shall be given to all members at least thirty (30) days before such meeting.

Section 3.3 Special Member Meetings. Special Meetings of the Members may be called by the Board of Directors as needed. Notice shall be given at least three (3) days before such meeting.

Section 3.4 Member Voting. Voting Members will have voting rights with respect to election of the Board of Directors, Officers, membership dues, and other matters deemed material to the Voting Members as determined by the Board of Directors. There will be no cumulative voting.

Section 3.5 Quorum. Fifty-one (51) percent of the Voting Members either in person or represented by proxy as hereinafter provided shall constitute a quorum.

Section 3.6 Proxies. Each Voting Member shall be entitled to one vote in person or by proxy at every Member Meeting, but no proxy shall be voted on after one (1) year from its date, unless the proxy provided for a longer date. Proxy forms shall be provided by the Secretary upon request.

ARTICLE IV Board of Directors

Section 4.1 Authority - Number of Directors. The affairs of the GCWA shall be governed by a Board of Directors. The number of Directors shall be fixed by the Voting Members from time to time. The initial Directors shall be three (3) in number and shall be those Directors named in the Certificate of Formation. The minimum number of Directors shall be five (5) and the maximum number of Directors shall be nine (9). Directors may be elected by Region and At-Large as determined by Voting Members. The initial Directors shall serve until their successors are elected and qualified. Persons eligible to be Directors shall be Voting Members.

Section 4.2 Term of Directors and Compensation. Except as otherwise set forth, each Director elected by the Voting Membership shall serve for a term of two (2) years. If reelected, a Director may serve for a maximum of two (2) consecutive terms. Following two (2) consecutive terms, he may be re-elected after being out of office for a minimum of one (1) year. Terms of the Directors may be staggered. Each Director shall continue to hold office until his successor is elected and qualified if the vacancy causes the board to fall below its minimum number. The Directors shall serve without compensation for such service.

Section 4.3 Nomination and Election to Board of Directors. Nominations for the Board of Directors may be presented by a Voting Member at the Annual Meeting. Election of the board will be done at the Annual Meeting by a majority vote of the Voting Members.

Section 4.4 Removal of Director for Cause. If a Director breaches such Director's duties hereunder or violates the terms of the Certificate of Formation or these Bylaws, such Director may be removed by a majority vote of the remaining Directors.

Section 4.5 Vacancies on Board of Directors. If the office of any elected Director shall become vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the position shall remain vacant until the next Annual Meeting or called Special Member Meeting when a successor Director shall be elected. The successor Director shall fill the unexpired term of the directorship being vacated and at the expiration of the term a Director shall be elected in accordance with these Bylaws..

Section 4.6 Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of GCWA or at any other place or places designated at any time by resolution of the Board of Directors or by written consent of all of the Directors. A special meeting of the Board of Directors may be held by any method of communication, including electronic and telephonic, by which each Director may hear and be heard by every other Director, and any such meeting may involve consideration of any action.

Section 4.7 Regular Board of Directors Meetings. Regular meetings of the Board of Directors may be held at any time and place permitted by law as from time to time may be determined by the Board of Directors. Notice of regular meetings of the Board of Directors shall be given to each Director personally, by telephone, electronic mail, facsimile or by United States mail at least thirty (30) days

before the date of the meeting. This notice shall state the date, time, place and purpose of the meeting. Meetings or the Board of Directors may be held by conference telephone subject to the provisions of the Texas Non-Profit Corporation Act.

Section 4.8 Special Board of Director Meetings. Special meetings of the Board of Directors may be called by the President on his own accord or by President or Secretary upon the written request of any two (2) Directors, on three (3) days' prior notice to each Director.

Section 4.9 Directors Quorum. At a duly convened meetings of the Board of Directors, fifty percent (50%) of the Directors present in person (not by proxy) shall constitute a quorum for the transaction of business, except as otherwise expressly provided in these Bylaws. The acts of a majority of the Directors present at the duly convened meeting shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, the Directors present may adjourn the meeting and, reconvene the meeting at such time when a quorum is present. Any business which might have been transacted at the meeting as originally called may be transacted without further notice to any Director.

Section 4.10 Waiver of Notice. Before any meetings of the Board of Directors, whether regular or Special, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to giving the required notice. All written waivers shall be filed in the Minute Book of GCWA or made a part of the minutes of the meeting. Attendance, by any Director at any meeting of the Board of Directors shall likewise constitute a waiver by him of the required notice. If all Directors are present at any meeting of the Board of Directors, no notice of the meeting shall be required and any business may be transacted at the meeting except as prohibited by law or these Bylaws.

Section 4.11 Consent in Writing. Any action by the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken is signed by a sufficient number of Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted. Such written consent shall be filed in the Minutes Book and the notice required by the *Texas Non-Profit Corporation Act* shall be given to the appropriate parties. Any action taken by such written consent shall have the same force and effect as if the action was approved by the Board of Directors at a meeting of the Board of Directors. Written consent may be obtained electronically if the Directors replying by electronic means indicate in their electronic response both their consent to the action and that the electronic response constitutes their signature.

Section 4.12 Records. The Board of Directors shall cause a complete record of all of its acts and the corporate affairs of GCWA to be kept and to present a general report to the Members. at each Annual Meeting of GCWA or at any Special Member Meeting where a general report is requested in writing by one-third (1/3) of the Voting Members.

Section 4.13 Powers and Duties. Subject to the Texas Nonprofit Corporation Act, the Board of Directors shall have and exercise all powers and duties necessary for the proper administration of the affairs of GCWA.

ARTICLE V

Officers

Section 5.1 Officers. The officers of GCWA shall be a President, a Vice President, a Treasurer, and a Secretary. The offices of Treasurer and Secretary may be combined into one office. The initial officers shall be selected by the Board of Directors. At the first Annual Meeting, officers shall be elected.

- (a) All officers shall be Voting Members (except the initial officers who will be appointed in accordance with paragraph 5.1).
- (b) The officers' terms shall begin on the day after the Annual Meeting and extend through the next Annual Meeting at the end of their term of office.
- (c) The officers of GCWA shall hold office until successors are chosen and qualified. Any officer elected by the members or appointed by the Board of Directors may be removed at *any* time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.
- (d) The Board of Directors may also appoint additional officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The terms of the additional officers shall end at the following Annual Meeting, unless elected by a vote of the Voting Members at the Annual Meeting.

Section 5.2 President. The President shall be the principal officer of GCWA and shall perform as follow:

- (a) He shall preside at all meetings of the Board of Directors, shall have general and active management of the business of GCWA, and shall see to the implementation of all policies and procedures approved by the Board.
- (b) The President is authorized, as agent, to enter into contracts for such services as the Board shall have given prior **approval**, and to hire contractors as needed. Any paid employees of GCWA shall report to the President.
- (c) The President shall accomplish these tasks within the budget approved by the Board.
- (d) The term of office of the President shall be for two (2) years, and if reelected the President shall serve for a maximum of two (2) consecutive terms. The former President may remain on the Board of Directors in a non-voting, advisory capacity. After serving two consecutive terms as President, he/she may again hold the office only after a period of two (2) years out of the office.

Section 5.3 Vice-President. The Vice President shall, in the absence or disability of the President perform the duties and exercise the powers of the president and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 5.4 Secretary. The Secretary shall attend all meetings of the Board and record all the proceedings of the meetings of GCWA and of the Board of Directors in a book to be kept for this purpose. The Secretary shall file copies of committee reports or minutes. The Secretary shall perform other duties as prescribed by the Board of Directors or by the President.

Section 5.5 Treasurer. The Treasurer shall maintain accounting records according to Non-Profit Accounting Procedures and shall render to the President and the Board of Directors, whenever required, an account of the financial condition of GCWA. The Treasurer shall prepare annual financial statements according to Non-Profit Accounting Procedures under the standards expressed by GAAP. The Treasurer shall help prepare the annual budget. The Treasurer shall supervise the receipt, deposit, and disbursement of the funds of the corporation the accordance with policies established by the Board of Directors. The Treasurer shall sign all checks drawn in the name of GCWA, unless the Board of Directors shall have designated some other person to do so. These checks will be cosigned by the President or Vice-President. The Treasurer shall perform other duties as may be prescribed by the Board of Directors or by the President.

ARTICLE VI

Committees of the Board

Section 6.1 Creation and Authority. The Board of Directors may designate and appoint one or more committees. Each is to act in an advisory nature not having the power to act on behalf of the Board of Directors. Each shall be chaired or co-chaired by a Director of the Board and shall consist of at least one or more Directors. Each committee shall report directly to the Board of Directors.

ARTICLE VII

Indemnification of Directors

Section 7.1 Indemnification. GCWA shall indemnify every Director of GCWA against, and reimburse and advance to every Director for all liabilities, costs, and expenses incurred in connection with such directorship or office and any actions taken or omitted in such capacity to the greatest extent permitted under the *Texas Non-Profit Corporation Act* and all other applicable laws at the time of such indemnification, reimbursement or advance payment provided; however, no Director shall be indemnified for an act or omission not in good faith and that involves intentional misconduct or a knowing violation of the law.

ARTICLE VIII

GCWA Books and Records

Section 8.1. Books and Records. GCWA shall keep or cause to be kept financial Records of GCWA and the minutes of all meetings of GCWA and the Board of Directors. All books and records of GCWA shall be kept in accordance with generally accepted accounting principles, consistently applied, and may be audited by a certified public accountant at the discretion of the Board of Directors. The membership by majority vote at the Annual Meeting can request an audit of the financial records

ARTICLE IX

Dissolution and Termination

Section 9.1 Dissolution. Upon dissolution of GCWA, the real and personal property of GCWA shall be distributed pursuant to the laws and tax codes under section 501(c)(6) of the Code.

ARTICLE X
Miscellaneous

Section 10.1 Fiscal Year. The fiscal year of GCWA shall be from January 1 through December 31 unless the Board of Directors shall determine otherwise.

Section 10.1 Parliamentary Procedure. The latest *Roberts Rules of Order, Newly Revised* shall prevail in all questions of procedure.

Section 10.3 Amendments to Bylaws. These Bylaws may be amended from time to time by an affirmative vote of the majority of the Voting Members.

Section 10.4 Inspection of Bylaws. GCWA shall keep in its Principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by Voting Members during normal business hours.

Section 10.5 Construction. Number and gender as used in these Bylaws shall extend to and include both singular and plural and all genders as the context and construction require. Adopted by the Board of Directors effective as of the 1st day of February 2019.

Approved by Directors February 1, 2019

Approved by Membership May 2, 2019

Amended by members May 2, 2019