

Approved at Annual Meeting, February 23, 2012

AMENDED AND RESTATED BYLAWS OF MINNESOTA GRAPE GROWERS ASSOCIATION

ARTICLE I

Purposes

Section 1. The purposes of the Minnesota Grape Growers Association (the “MGGA”), shall be to carry out within the State of Minnesota and surrounding areas the education, promotion and extension of the art and science of viticulture in Minnesota including any and all agricultural, horticultural and related purposes connected therewith.

This mission will be accomplished by:

- A. supporting research that adds to the scientific knowledge about viticulture and related horticultural issues;
- B. providing community education and support services for people involved in viticulture;
- C. informing the public about viticulture in Minnesota;
- D. advocating the interests of, and enlisting the support, participation and involvement of, people involved in viticulture;
- E. seeking funds from the public to support programs and services;
- F. collaborating with other groups or organizations where appropriate to further the purpose.
- G. undertaking other appropriate action in furtherance of the general purposes of the MGGA.

The MGGA shall be operated exclusively for charitable, scientific and educational purposes, as those terms defined in Section 501(c)(5) of the Internal Revenue Code of 1986, as amended (the “Code”), including for such purposes, the making of distributions to organizations under Section 501 (c)(5) of the Code.

ARTICLE II

Offices, Corporate Seal

Section 1. The registered office of this corporation located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

Section 2. This corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Section 3. This corporation shall have no corporate seal.

ARTICLE III

Members

Section 1. Voting members of the MGGA shall be those individuals desiring to support the purposes of the MGGA and who have paid annual dues at a rate established by the members.

Section 2. At every membership meeting of the MGGA, whether for the election of members of the Board or for any other purpose, each voting member of the MGGA shall be entitled to one vote as to all business transacted at such meeting. Proxy voting shall not be permitted.

Section 3. The Board of Directors may from time to time authorize any other class or classes of members, honorary, associate or other, as the Board of Directors may consider desirable, and may from time to time determine or change the right, privileges and duties of and the terms of procedures for admission to such other class or classes of membership; provided, however, that the Board of Directors may but need not confer on any such class of members the right to vote at meetings of the MGGA.

ARTICLE IV

Meetings of the MGGA

Section 1. The annual membership meeting of the MGGA shall be held in each year. The date, time and place shall be fixed by the Board of Directors and due notice provided all members.

Section 2. There may be transacted at any such annual meeting any business brought before such meeting (whether or not specified in the notice of such meeting, unless prior notice of the proposed transaction is expressly required by applicable statute or by these Bylaws), including the election of Officers and members of the Board of Directors as elsewhere herein provided in these Bylaws.

Section 3. Special meetings of the MGGA may be called for any purpose by the Board of Directors or by a petition signed by at least fifty (50) voting members or ten percent (10%) of the voting members, whichever is less. Each such special meeting shall be held at such place within the MGGAs area and at such time as shall be designated in the call thereof. For such special meetings, thirty (30) voting members present shall constitute a quorum.

Section 4. Printed or written notice, signed by an Officer of the MGGA, of each annual or special meeting of the MGGA shall be given to each voting member by the Secretary. The notice shall state the day, hour and place of the meeting and, in general terms, shall state the proposed business to be transacted. Such notice shall be served by mail upon each voting member at least seven (7) days, but not more than 30 days prior to such meeting, and, if mailed, it shall be directed to each person entitled thereto at this address as it appears on the books or records of the MGGA. Notice may be given by an announcement in a regular publication of the MGGA including on the MGGA website, by email or other electronic means

Section 5. In addition to any other reports presented to the annual meeting of the MGGA, the Board of Directors shall present at each annual meeting of the MGGA a complete set of financial statements which need not be certified by an independent public accountant but prepared in accordance with *Standards of Accounting and Financial Reporting for Voluntary Health and Welfare Organizations*. Such report shall contain income and expense statements and be filed with the minutes of the meeting.

Section 6. At each annual meeting of the MGGA the voting members present in person shall be necessary and sufficient to constitute a quorum for the transaction of business, provided at least one-third of current Board are present but, in the absence of a quorum, the voting members present in person at the hour and place fixed, from time to time, for such meeting, may, by a majority vote thereof, adjourn such meeting indefinitely or to a later fixed time.

Section 7. Issues requiring membership action may be submitted to the voting membership as provided in Article XIV, Section 2 Thirty days shall be allowed for a response and a two-thirds majority of those voting is required to carry an issue decided under this section, provided that at least 20% of the members vote.

Section 8. At meetings of the MGGA, procedures as outlined in the most recent publication of Robert's Rules of Order shall be followed.

ARTICLE V

The Governing Board

Section 1. The property, business, and affairs of the MGGA shall be managed by a Board of Directors (the "Board"). The Board of Directors shall consist of not fewer than eleven and not more than twenty-five members (four of which shall be the Officers elected under Article VI), and shall be divided into two classes so that the term of approximately one-half of the members of the Board shall expire each year. At each annual election of members of the Board, approximately one-half of the entire number shall be elected for a term of two years from the

date of such election, or until their respective successors be elected, and such other members shall be elected for such other terms as may be necessary to bring the number of members in each of said two classes to the proper ratio. Members of the Board must be members of the MGGA.

Section 2. Directors shall be elected by the members with each voting member allowed one vote for each directorship to be filled. Cumulative or proxy voting shall not be permitted.

Section 3. At least sixty days before each annual meeting of the MGGA, the President or, in the event of his/her absence or inability or failure to act, the Vice-President, shall appoint or provide directive to the Nominating Committee. The Nominating Committee shall present to such meeting nominations for the Officers or members of the Board to be elected at such meeting. In making such nominations, the Nominating Committee shall attempt to maintain a reasonable balance of Board members representing the community the MGGA serves. Other nominations may be made by voting members present in person at such meeting.

Section 4. Any member of the Board may at any time resign his/her membership on the Board by giving a written notice of such resignation, to be effective at the time stated therein, to the MGGA or any Officer thereof. Any member of the Board may also at any time be removed from office, with or without cause, by a two-thirds majority vote of the entire Board then in office. Any Board member who is absent from three consecutive meetings of the Board shall, unless excused by the Board, be terminated as a Board member. Such termination shall not preclude nomination at a later date.

Section 5. In case any vacancy shall occur, by reason of resignation, death or removal of any member of the Board, or otherwise, the remaining members of the Board then in office, whether more or less than a quorum, may by majority vote choose a successor to serve for the remainder of the unexpired term.

Section 6. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine. If the Board of Directors fails to select a place for a meeting, it shall be held at the registered office.

The Board shall meet regularly, but no fewer than four times each year, with such meetings to be scheduled at the first meeting following election. Special meetings of the Board may be called by the Board, the President, or by any half of the members of the Board at such time and place as may be designated in the call. The Secretary shall give at least seven days' prior notice of each special meeting to each member of the Board. The Board, at every regular or special meeting, may transact any business brought before such meeting, but the President shall advise the members of the Board prior to each meeting of the business proposed to be transacted.

At each regularly scheduled meeting of the Board, financial statements, including a balance sheet and income and expense statements for the most recent accounting period and fiscal year to date, shall be presented.

Section 7. At each meeting of the Board, members constituting one-third of the number then fixed for the Board, present in person at such meeting, or as provided in Section 10 below, shall be necessary and sufficient to constitute a quorum for the transaction of business at such meeting. In the absence of a quorum, the members present may adjourn to a time when a quorum is present or may adjourn indefinitely. Special meetings called shall require the presence of one-third the number fixed for the Board to constitute a quorum.

Section 8. A conference among directors by any means of communication through which the directors may simultaneously hear each other during the conference constitutes a meeting of the Board, if the number of directors participating in the conference would be sufficient to constitute a quorum at a meeting, and if the same notice is given of the conference as would be required for a Board of Directors meeting under these Bylaws. In any Board of Directors meeting, a director may participate by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting.

Section 9. Any action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting and notice thereof if a consent in writing setting forth the action taken is signed by all of the Directors unless the action need not be approved by the members of the MGGA, in which case the action may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by a majority of the Directors. The “consent” of Directors referred to in the preceding sentence may also be made by email or other electronic means equally noticed and available to all Directors.

Section 10. Except as otherwise provided in these Bylaws, the vote of a majority of the Board members, voting on the action, shall be an act of the Board.

Section 11. The Board shall have full power to manage the affairs of the MGGA, including the power to make grants and contracts and otherwise to determine the manner and extent of use of the funds of the MGGA and is responsible for determining the availability of funds for viticulture programs. The Board may delegate such of its powers as it deems proper to committees, but such delegation shall in no way remove the responsibility of the Board for the financial stability and development of the MGGA.

ARTICLE VI

Officers

Section 1. The Officers of this corporation shall be elected by the Board of Directors by majority vote, beginning as terms become vacant after the Annual Meeting for 2011 (held in February 2012) and, as can reasonably be arranged, serve staggered terms. The following Officers shall be elected by the Board of Directors: a President, a Vice-President, a Treasurer, and a Secretary. The election as one of these four Officers shall also elect the individual to the Board. The President, the Vice-President, the Treasurer and the Secretary shall in all cases be Board members, but any other Officers appointed by the Board shall not be required to be members of the Board or of the MGGA. All Officers shall hold office at the pleasure of the

Board. Any Officer may resign at any time in writing. The term of an officer is two calendar years. An officer may be re-elected at the end of any term.

Section 2. The Officers of the MGGA shall have and exercise the following powers and duties:

- A. The President shall preside at all meetings of the Board and the MGGA and shall exercise the usual functions pertaining to such office.
- B. In the absence or disability of the President, or if the office shall at any time become vacant, the Vice President shall have all the powers and perform all of the duties of the President during such absence or disability, or until the vacancy in the office shall be filled.
- C. In the absence or disability of the Vice President, or if the office shall at any time become vacant, the Treasurer shall have all the powers and perform all of the duties of the President and the Vice President during such absence or disability, or until the vacancy in the office shall be filled.
- D. The Treasurer shall supervise the finances of the MGGA, as directed by the Board, and shall cause to be kept regular books of account and proper records of the MGGA's receipts and expenditures and shall be responsible for the Fiscal and Administrative Provisions contained in Article IX of these Bylaws. The Treasurer shall perform such other duties as may from time to time be assigned by the Board. The Treasurer and any Assistant Treasurers may be required to give bonds for the faithful discharge of their duties in such sum as may be fixed by the Board. The cost of such bonds shall be paid by the MGGA.
- E. The Secretary shall keep the minutes of all meetings of the MGGA and the Board, and shall, when required by law or these Bylaws, at the direction of the President, give notices of meetings of members of the MGGA and of the Board. The Secretary shall keep attendance records of Board members and promptly provide termination notices as required in Article V Section 5. The Secretary shall perform such other duties from time to time as assigned by the Board or President.

Section 3. An Officer may resign by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Section 4. An Officer may be removed, with or without cause, by a resolution adopted by a two-thirds (2/3rds) affirmative vote of the total number of Board of Directors currently filling director positions at the time of the vote.

Section 5. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term by a majority vote of the Board of Directors.

ARTICLE VII

Committees of the Board of Directors

Section 1. Between meetings of the Board, its powers and duties, except as otherwise provided in these Bylaws, may be exercised by any Committee established by the Board. Any action by a Committee must be approved and accepted by the Board.

Section 2. Any Committee may hold meetings or otherwise transact business in accordance with such rules and procedures as may be from time to time determined by it, except as otherwise from time to time provided in these Bylaws or ordered by the Board. A majority of the members of a Committee shall constitute a quorum.

Section 3. Any Committee shall keep regular minutes and other records of its actions and submit the same to the next succeeding meeting of the Board.

Section 4. Any Committee may hold conferences among its members by any means of communication through which the members may simultaneously hear each other during the conference. Such conferences shall constitute a meeting of the Committee, if the number of members participating in the conference would be sufficient to constitute a quorum at a meeting, and if the same notice is given of the conference as would be required for a Committee meeting, a member of the committee may participate by any means of communication through which the member, or other members so participating, and all members physically present at the meeting may simultaneously hear each other during the meeting.

Section 5. Any action, which may be taken at a meeting of a Committee, may be taken without a meeting and notice thereof if consent in writing setting forth the action taken is signed by all of the members of the Committee. "Consent" may also be made by email, electronic voting or other means.

ARTICLE VIII

Standing Committees

The MGGA shall maintain a committee structure. Such committees may be created by affirmative vote of a majority of the directors, and shall have the authority of the Board in the management of the business of the MGGA to the extent provided in the resolution adopted by the Board. A committee shall consist of one or more persons, who need not be members of the Board or MGGA. All standing committee chairs and members shall be appointed by the President with the concurrence of the Board. The chair of each standing committee shall be a member of the Board of Directors, but other committee members need not be members of the Board or MGGA. The members of the committee present at any meeting of the committee shall constitute a quorum for the transaction of the business of the committee, unless a smaller or larger proportion or number is provided in the resolution approved by the Board. Minutes of any meeting of committee shall be available upon request to members of the committee and to any director.

ARTICLE IX

Subsidiary Organizations

Section 1. The Board may establish subsidiary organizations to further the purposes of the MGGA. Subsidiary organizations are to be developed and administered in accordance with current MGGA policies regarding the same.

Section 2. Subsidiary organizations shall be a part of the total financial, membership and governing structure of the MGGA.

ARTICLE X

Fiscal and Administrative Provisions

Section 1. The fiscal year of the MGGA shall be the twelve-month period ending on December 31 of each year.

Section 2. Funds of the MGGA on deposit with any bank or trust company shall be subject to withdrawal on the signature of such person or persons as may be determined from time to time by resolution of the Board.

Section 3. Securities of the MGGA deposited in any safe deposit box or held by any custodian shall be subject to withdrawal by such person or persons as may be determined from time to time by resolution of the Board.

Section 4. The MGGA Board shall have power to make investments of the funds of the MGGA and to change the same, and may from time to time sell any part of the securities or other property of the MGGA or any rights or privileges that may accrue thereon.

The MGGA Board may delegate such powers to authorize such person or persons as the Board may designate to act on behalf of the MGGA with respect to investments held by the MGGA, including the authority to execute such form of transfer and assignment as may be customary to constitute the transfer of stocks or other securities in the name of the MGGA.

Section 5. The books and accounts of the MGGA shall be kept in accordance with forms and procedures established by the Board.

Section 6. The MGGA shall keep at its registered office correct and complete copies of its Articles of Incorporation and Bylaws, accounting records, and minutes of meetings of the Board of Directors and of committees having any of the authority of the Board of Directors.

ARTICLE XI

Waivers

Section 1. Whenever any notice is required by these Bylaws or by applicable law, no such notice need be given to any person otherwise entitled thereto who waives, in writing, receipt of such notice before or after the event of which such notice was required.

ARTICLE XII

Indemnification

The MGGA shall indemnify persons to the extent required by the Minnesota Nonprofit Corporation Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law. Indemnification advances need not apply regarding any threatened claims or action brought by the State of Minnesota, other governmental agency or the MGGA against any person.

ARTICLE XIII

Dissolution

In the event of dissolution of this MGGA, the assets of the MGGA shall be transferred to another non-profit organization to be used for the purposes of the MGGA, within the State of Minnesota.

ARTICLE XIV

Miscellaneous

Section 1. Amendment of Bylaws. These Bylaws, or any part thereof, may be amended by a majority vote at any special or regular meeting of the MGGA or of the Board of Directors in which the notice contained a statement of the substance of the proposed amendment, subject to the members' right to approve certain matters as set forth in Section 317 A.181 of the Minnesota Nonprofit Corporation Act.

Section 2. Notice, Consent “In Writing”. Whenever a notice is required or consent to an act be “in writing” as provided or required in these Bylaws, such notice or consent may be made and served by regular mail, facsimile, email or other electronic communication to the address, fax number or electronic “address” of the recipient. This includes any notice or consent provided to or received from the members of MGGA.