

**RESTATED BYLAWS**  
**OF**  
**LOW INPUT VITICULTURE & ENOLOGY, INC.**

These Bylaws of Low Input Viticulture & Enology, Inc. (the “Corporation”) are intended to conform to the mandatory requirements of the Oregon Nonprofit Corporations Act (the “Act”). Any ambiguity arising between the Bylaws and the discretionary provisions of the Act shall be resolved in favor of the application of the Act.

ARTICLE I.

PURPOSE

- a. The Corporation is organized exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and as the same may hereafter be amended (the “Code”), including the making of distributions directly in support of such purposes or the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. References to sections of the Code shall be construed to include corresponding sections of any future federal tax code.
- b. The primary purpose of the Corporation shall be to further scientific advancement and public education regarding the implementation of sustainable agronomic practices and the use of ecologically preferred and safe technologies in the production of wine grapes.

ARTICLE II.

MEMBERSHIP

Section 1.       Constitution of Membership

- a. This Corporation shall have members. Members of the Corporation shall support the purposes of the Corporation.
- b. Members of the Corporation shall be persons, entities or businesses that support the Corporation through the payment of dues.

Section 2.       Dues

- a. The annual dues are set by the board with the approval of the membership.
- b. Any member whose dues are not paid at least annually shall automatically be considered to have resigned as a member from the Corporation.
- c. A nonrefundable membership application fee may be charged as determined by the Board of Directors.

Section 3.       Privileges of Membership

- a. One representative of each member in good standing may vote in person or by proxy on such matters requiring approval of the members under the Act, Articles of Incorporation or these Bylaws.
- b. Representatives of any members in good standing may serve on the Board of Directors and hold office in the Corporation.

- c. Representatives of members may inspect or copy records of the Corporation as provided by the Act.

Section 4. Annual Meeting

Members shall hold a meeting at least once each calendar year, or more often as necessary, for the purpose of electing the Board of Directors of the Corporation and transacting such other business as may be properly brought before the meeting. The Board of Directors shall designate such date, time and place as it may choose for such meetings; provided, however, the annual meeting of the members shall be held no later than the last week of May of each calendar year.

Section 5. Special Meetings

Special meetings of the members may be called by the President, the Board of Directors or upon the initiative of the members as provided by the Act.

Section 6. Notice

Written notice of the date, time, place and matters to be approved or purpose of the meeting of the members shall be mailed by first class mail or e-mail to each member at least seven (7) days but not more than sixty (60) days before the meeting.

Section 7. Waiver of Notice

- a. A member may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the member entitled to notice, specify the meeting for which notice is waived and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- b. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened or where the member objects to the consideration of a particular matter not within the purpose of the meeting notice, when presented.

Section 8. Quorum and Voting

Those votes represented at a meeting of members shall constitute a quorum. If a quorum is present, the affirmative vote of the majority of the votes represented and voting shall be the act of the membership.

Section 9. Action by Written Ballot

Any action which may be taken at an annual, regular or special meeting of the members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth the proposed action and shall provide an opportunity to vote for or against the proposed action. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve such matter other than the election of Directors; and specify a reasonable time by which the ballot must be received by the Corporation in order to be counted. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals cast by ballot equals or exceeds the number of votes that would be required to approve the matter at such meeting.

Section 10. Action by Members Without a Meeting

Any action required to be taken at a meeting of the members or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect and force as a unanimous vote of said members.

Section 11. Vote by Proxy

A member may appoint a proxy to vote or otherwise act for the member. A proxy is valid for 11 months unless a different period is expressly provided in the appointment or unless revoked by the member. An appointment of a proxy is effective when received by the Secretary or other officer or agent of the Corporation authorized to tabulate votes.

Section 12. Record Date

The record date for determining members entitled to notice of any meeting of the members of the Corporation, to demand a special meeting, to vote or to take any lawful action is ten business days prior to the delivery of the notice of the meeting, to the first member signing the demand for a special meeting, to the mailing of an action by consent or written ballot or to the adoption of a resolution by the board for other such lawful action in respect of which members are entitled to exercise rights. The Secretary shall prepare and make available a list of members entitled to vote at any meeting of members, in accordance with the provisions of the Act.

ARTICLE III.

BOARD OF DIRECTORS

Section 1. Function

The Board of Directors shall manage the business and affairs of the Corporation and shall exercise all the powers of the Corporation as provided by the law and the Articles of Incorporation, but subject to any restrictions imposed by the Act, the Articles of Incorporation, or these Bylaws. The Board of Directors may by resolution delegate to committees, including an Executive Committee of their own number, or to officers of the Corporation, such powers and functions as they may designate from time to time.

Section 2. Number

- a. The Board of Directors shall consist of at least five but not more than nine Directors. The exact number shall be fixed from time to time by resolution of the Board of Directors; provided however, no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.
- b. Ex officio members of the Board may also be appointed by action of the Board of Directors. These include, but are not limited to: Executive Director of Salmon Safe and Executive Director of the Oregon Wine Board.

Section 3. Term

- a. The term of each Director of the board shall be two years. A Director shall hold office for the time for which he or she is elected or until his or her successor is elected and qualified or until his or her resignation or removal.
- b. The Board of Directors shall be divided into two groups for the purpose of staggering the initial terms. One group shall consist of one of the Directors, and the second group shall consist of two of the Directors. The Directors of the first group shall serve a term of one year, and the Directors of the second group shall serve a term of two years. Thereafter each group of Directors shall serve two years, with the term of each group

of the Directors ending in each successive year. There shall be no limit on the number of terms which a Director may serve.

Section 4. Election Procedure

At each annual meeting of the members, the successors to the Directors whose terms expire that year shall be elected.

Section 5. Meetings

The Board of Directors shall hold meetings at least four times each calendar year, or more often as necessary. The Board of Directors shall, by its own resolution, designate such dates, times and places as it may choose for such meetings; provided, however, the annual meeting of the Board of Directors shall be held no later than the last week of May of each calendar year.

Section 6. Special Meetings

Special meetings of the Board of Directors may be called by the President, and must be called by the President upon the written request of at least three Directors. Notice of a special meeting of the Board of Directors shall be mailed, hand-delivered, e-mailed or given verbally to each Director not less than 72 hours prior to the meeting. The notification shall include the date, time, place and agenda of the special meeting.

Section 7. Waiver of Notice

- a. A Director may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the Director entitled to notice, specify the meeting for which notice is waived and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- b. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum

A majority of the Directors in office immediately before the meeting begins shall constitute a quorum at any meeting. When a quorum is present, the vote of the majority of the Directors at such meeting shall be the act of the Board of Directors unless a greater vote is required by the Act, the Articles of Incorporation, or these Bylaws.

Section 9. Presumption of Assent

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Removal or Resignation of Directors

Any Director of the Corporation may resign from such position by delivering written notice of the resignation to the Board of Directors, its presiding officer, the President or Secretary, but such resignation shall be without prejudice to the contract rights, if any, of the Corporation. Any Director elected or appointed by the members may be removed by the members, with or without cause, by the same vote sufficient at a meeting of the members to elect such Director, whenever in its judgment the best interests of the Corporation would be served

thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any Director elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, by a vote of two-thirds of the Directors then in office, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of a Director shall not of itself create contract rights.

Section 11. Vacancies

In the event of a vacancy, the Board of Directors shall, by a majority vote, appoint an interim Director for the uncompleted term.

Section 12. Compensation

Directors shall not be compensated for their services as Directors. The Directors shall be reimbursed by the Corporation for necessary expenses incurred in the execution of their duties and responsibilities.

Section 13. Conflict of Interest

No Director shall be liable to account to the Corporation for any profit realized by the Director from or through any transaction or contract of the Corporation; provided, however, in the case of any such contract or transaction requiring authorization by the Board of Directors, no Director who personally or through any firm or corporation is interested in such a contract or transaction shall be entitled to vote thereon, although such Director may be counted in determining whether a quorum is present at any meeting upon which action thereon is taken; and such Director shall be responsible for disclosing to the Board of Directors his or her interest in any such contract or transaction.

Section 14. Action By Directors Without A Meeting

Any action required to be taken at a meeting of the Board of Directors or any other action that may be taken at a meeting of the Directors, in person or by teleconference, may be taken without a meeting if consent is received from a majority of the Directors via e-mail. Such actions shall be placed in the record of the next meeting of the Board of Directors.

ARTICLE IV.

OFFICERS

Section 1. Officers

The officers of the Corporation shall be a Chair, Vice Chair/Chair-Elect, Chair Emeritus, a Secretary and a Treasurer. Each officer shall be elected by the Board of Directors at its annual meeting from among the Directors. Each officer shall serve for a term of one year. Officers shall assume their respective duties immediately upon election.

Section 2. Duties of Officers

- a. Chair  
The Chair shall preside over all meetings of the Board of Directors and shall discharge such other duties as may be prescribed from time to time by the Board of Directors.
- b. Vice Chair/Chair-Elect

The Vice Chair shall perform such duties as shall be assigned by the Board of Directors, and in the case of absence, disability or death of the Chair, the Vice Chair shall perform and be vested with all the duties and powers of the Chair until the Chair shall have resumed such duties or the Chair's successor is elected. In the event there is more than one Vice Chair the Board of Directors may designate one of the Vice Chairs as a Senior Vice Chair, who, in the event of the absence, disability or death of the President shall perform such duties as shall be assigned by the Board of Directors. The Vice Chair shall also be Chair-Elect, to succeed to the office of Chair for the subsequent term.

c. Secretary

The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors and of any standing or temporary committees thereof; shall be responsible for the timely preparation and delivery of all notices to be given in accordance with the provisions of the Act, the Articles of Incorporation or these Bylaws; shall be custodian of the corporate records and the seal of the Corporation (if any) and shall be responsible for authenticating the records of the Corporation as duly authorized or required by law; and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

d. Treasurer

The Treasurer shall be the legal custodian of all the corporate funds and securities; shall deposit or cause to be deposited all funds in the name of the Corporation in such bank or banks as the Board of Directors shall by resolution specify; shall keep proper account books and perform such other duties as may be prescribed from time to time by the Board of Directors.

e. Chair Emeritus

The Chair Emeritus shall perform such duties as shall be assigned by the Board of Directors.

Section 3. Other Officers

The Board of Directors may by resolution create such additional and special officers as may be considered necessary or desirable in addition to those hereinabove described. The appointment, tenure, removal and succession of persons to hold such offices shall be as the Board of Directors shall provide.

Section 4. Compensation and Expenses

Unless otherwise established by the Board of Directors, no officer shall be compensated for his or her services as an officer. Expenses incurred in connection with performance of an officer's official duties may be reimbursed upon approval of the Board of Directors.

Section 5. Resignation or Removal

Any officer of the Corporation may resign from such position by delivering written notice of the resignation to the Board of Directors, but such resignation shall be without prejudice to the contract rights, if any, of the Corporation. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, when in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an officer or agent shall not of itself create contract rights.

Section 6. Vacancies

Vacancies in any office caused by any reason shall be filled by the Board of Directors at any meeting by selecting a suitable and qualified person to act during the unexpired term.

ARTICLE V.

RIGHT OF PARTICIPATION

No person shall be denied the services or facilities of this organization or be excluded from participation or service herein because of race, age, color, sex, creed, religion, handicap, or national origin, and discrimination of any kind in respect hereof is expressly prohibited.

## ARTICLE VI.

### DEPOSITORIES, SIGNATURES AND SEAL

#### Section 1. Depositories

All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks or other financial institutions as the Board of Directors may from time to time designate and shall be drawn on checks, drafts or other orders signed on behalf of the Corporation by the Treasurer and/or such other person or persons as the Board of Directors may from time to time designate.

#### Section 2. Contracts

All contracts, deeds and other instruments shall be signed on behalf of the Corporation by the President or by such other officer or agent as the Board of Directors may from time to time designate.

#### Section 3. Seal

The Corporation shall have no seal.

#### Section 4. Borrowing

Notwithstanding any other provision in these Bylaws, no officer or agent of this Corporation shall have authority to borrow any funds in behalf of the Corporation or to hypothecate any assets thereof, for corporate purposes or otherwise, except as expressly stated in a resolution by a majority of Directors, duly entered in the minutes of the board. Except as authorized by the Act, no loans shall be made by the Corporation to any Director or officer.

#### Section 5. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose of the Corporation, and any such contribution, gift, bequest, or devise is subject to the board's acceptance.

## ARTICLE VII.

### AMENDMENTS

Except where the amendment requires the vote of the members, these Bylaws may be amended by a majority vote of the Board of Directors in office, at any annual, regular or special meeting provided the notice given for such meeting indicates that such amendments will be considered. Where the amendment requires the vote of the members, these Bylaws may be amended by the membership at any annual or special meeting provided the notice given for such meeting indicates that such amendments will be considered.

## ARTICLE VIII.

### INDEMNIFICATION

Section 1. Directors and Officers

Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Act, any Director or officer who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation) by reason of or arising from the fact that such person is or was a Director or officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

Section 2. Advance of Expenses

The Corporation may pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding in advance of final disposition of the proceeding as provided in the Act.

Section 3. Insurance

At the discretion of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 4. Purpose and Exclusivity

The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board of Directors or otherwise.

Section 5. Definitions

The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

IDENTIFICATION

I hereby certify that I am the Secretary of the Directors of Low Input Viticulture & Enology, Inc. and that the foregoing Bylaws in eight typewritten pages numbered consecutively from 1 to 8 were and are the Bylaws restated by the Directors of the Corporation on March 19<sup>th</sup>, 2009

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**Ted Casteel, Secretary**

*Last approved revision: April 3<sup>rd</sup>, 2008*