

BYLAWS
of
Michigan Wine Producers Association

Article I
Offices

1.01 Principal Office: The principal office of the corporation shall be at such place within the State of Michigan as the board of directors may determine from time to time.

1.02 Other Offices: The board of directors may establish other offices in or outside the State of Michigan.

Article II
Members

2.01 Regular Membership: Any Michigan licensed winery is eligible for a Regular membership. Small Michigan licensed wineries (wineries producing less than ____) and wineries comprising a “wine trail” may combine to register one Regular membership, however such combined membership shall only be entitled to one vote. An entity that meets the foregoing eligibility requirements may become a Regular Member by properly completing and filing, with the corporation, a membership application, as shall be provided by the board of directors, and paying appropriate membership dues.

2.02 Associate Membership: Any person or entity that has an interest in the Michigan wine industry is eligible for an Associate membership. An entity that meets the foregoing eligibility requirements may become an Associate Member by properly completing and filing, with the corporation, a membership application, as shall be provided by the board of directors, and paying appropriate membership dues.

2.03 Membership Dues: The annual dues for a Regular membership shall be \$4,000. The annual dues for an Associate membership shall be \$100. Annual dues for membership may be changed upon a vote of the membership. The billing and collection of dues shall be in a manner prescribed by the board of directors.

2.04 Termination of Membership: Memberships may be terminated by the board of directors on the occurrence of any of the following events:

- (a) Failure to pay dues within 90 days after written notice of payment due.
- (b) Failure to satisfy the requirements of section 2.01 or 2.02 of this article.

Article III Voting Rights

3.01 Regular Members: Only Regular Members in good standing shall have voting rights in the Association. Each Regular Member is entitled to one vote on matters voted on by the membership. Any vote of the membership shall be determined by simple majority, with the exception of any vote to amend these bylaws which will require a vote of 2/3's of the Regular Members.

Article IV Membership Meetings

4.01 Annual Meeting: The annual meeting of the members shall be held on a date and time established by the board of directors. At each annual meeting, directors shall be elected to replace directors whose terms have been completed, and any other business shall be transacted that may come before the meeting.

4.02 Special Meetings: Special meeting of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 20 percent of the Regular Members.

4.03 Place of Meetings: All membership meetings shall be held at such place determined by the board of directors and stated in the notice of the meeting.

4.04 Notice of Meetings: Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally, by mail, by facsimile transmission, or by electronic mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the corporation.

4.05 List of Members: The secretary of the corporation or the agent of corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

4.06 Quorum: Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, at the record date, represented 30 percent of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of

the members present.

4.07 Proxies: A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

4.08 Meeting By Telephone or Similar Equipment: A member may participate in a membership meeting by conference telephone or any similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting by such a participant.

4.09 Other Actions by Members: Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice and without a vote, if all the members entitled to vote consent in writing.

4.10 Rules of Order: The rules contained in the Pocket Manual of Rules of Order by Henry M. Roberts shall determine the parliamentary practices for all meetings of the Michigan Wine Producers Association provided they are not in the conflict with these Bylaws or Association Articles.

Article V Board of Directors

5.01 General Powers: The board of directors shall manage the business, property, and affairs of the corporation.

5.02 Number: There shall be at least three, but not more than nine directors.

5.03 Election: Directors shall be elected by February 1 of each year in statewide elections conducted by the Regular Members.

5.04 Terms: Directors shall normally serve terms of two years. In order to provide continuity for the first board, Directors will determine by drawing that 50% of the Directors shall serve for two years and 50% for three years. Directors shall have no limit on consecutive terms

5.05 Resignation: Any director may resign at any time by providing written notice to the corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 5.07 of the bylaws.

5.06 Removal: Any director may be removed with cause by two-thirds majority vote by remaining directors on the board.

5.07 Board Vacancies: A vacancy on the board may be filled with a person selected by the remaining directors of the board, though less than a quorum of the board of directors, unless filled by proper action of the members. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members.

Article VI Board Meetings

6.01 Annual Meeting: An annual meeting of the board shall be held each year as called by the president after the annual membership meeting. If the annual meeting of the board is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

6.02 Regular Meetings: Regular meetings of the board may be held at the time and place as determined by resolution of the board without notice other than the resolution.

6.03 Special Meetings: Special meetings of the board may be called by the president or any three directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

6.04 Statement of Purpose: Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

6.05 Waiver of Notice: The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

6.06 Meeting by Telephone of Similar Equipment: A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting of such participant.

6.07 Quorum: A majority of the directors then in office constitutes a quorum for the

transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized action of the board.

6.08 Consent to Corporate Actions: Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting, if before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

Article VII Committees

7.01 General Powers: The board by resolution may designate one or more committees, each committee consisting of a chairman and such Regular or Associate Members of the corporation as the President may appoint. All committees designated by the board shall serve at the pleasure of the board in an advisory capacity only to the board chairman and undertake such activities, as the board shall specify.

7.02 Meetings: Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article VI for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

Article VIII Officers

8.01 Number: The board shall appoint the officers of the corporation. The officers shall be a president, a secretary, and a treasurer. There may also be a vice president who shall be a voting member of the board, and such other officers, as the board deems appropriate. The president shall be a voting member of the board. Two or more offices may be held by the same person (except the president and vice president), but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, or by the president, or by the board to be executed, acknowledged, or verified by two or more officers.

8.02 Term of Office: Each officer shall hold office for the term appointed and until a successor is appointed and qualified. Such term shall be one year until the next annual meeting of the board unless as otherwise specified by resolution of the board. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

8.03 Removal: An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not create contract rights.

8.04 Vacancies: A vacancy in any office for any reason may be filled by the board.

8.05 President: The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall preside over the meetings of the membership and the board. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer or agent of the corporation.

8.06 Vice President: The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his/her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

8.07 Secretary: The secretary or a designated secretary's agent shall (a) keep minutes of the membership and board meetings; (b) be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer, and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

8.08 Treasurer: The treasurer or a designated treasurer's agent shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president and the board.

Article IX Corporate Document Procedure

All corporate documents (including agreements, insurance, and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by an officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

Article X Indemnification

10.1 Non-derivative Actions: Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be

made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he/she reasonable believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

10.2 Derivative Actions: Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor if (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

10.03 Expenses of Successful Defense: To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 10.01 or 10.02 of this article, or in defense of any claim, issue, or matter in the action suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

10.04 Contract Right; Limitation on Indemnity: The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 10.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

10.05 Determination That Indemnification is Proper: Any indemnification under sections 10.01 or 10.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in 10.01 or 10.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the members.

10.06 Proportionate Indemnity: If a person is entitled to indemnification under sections 10.01 or 10.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

10.07 Expense Advance: Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 10.01 or 10.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses. It is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

10.08 Non-exclusivity of Rights: The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual

arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

10.09 Indemnification of Employees and Agents of the Corporation: The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

10.10 Former Directors and Officers: The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

10.11 Insurance: The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his/her status as such, whether or not the corporation would have power to indemnify against such liability under his article of the laws of the state of Michigan.

10.12 Changes in Michigan Law: If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before such change.

Article XI Compensation

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

Article XII Fiscal Year

The fiscal year of the corporation shall end on December 31st.

**Article XIII
Amendments**

The membership at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a two-thirds majority of the members voting, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the board.

These bylaws were adopted by a vote of the membership on _____, 2011

Secretary