

BY-LAWS
OF
SOUTHERN MINNESOTA WINE GROWERS ALLIANCE

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of the corporation shall be located at 10500 – 310th Street Way, Cannon Falls, County of Goodhue, State of Minnesota.

Section 2. Registered Office. The registered office of the corporation may be the same as the principal office of the corporation, but in any event must be located in the State of Minnesota.

Section 3. Other Business Offices. The corporation may have business offices at such other places, either within or without the State of Minnesota, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II

MEMBERS

Section 1. Members. Any winery owner, winery operator or individual interested in promoting the Minnesota wine industry without regard to geographic location shall be entitled to membership, upon application, in the corporation.

Section 2. Notice of Meetings of Members. Notice of the time and place of all annual and special meetings of the members shall be mailed by the Secretary/Treasurer of the corporation to the last known address of the member as the same appears on the books of the corporation at least 10 days before the date of such annual or special meetings.

Section 3. Quorum. The attendance of at least three voting members of the corporation at any annual or special meeting shall constitute a quorum.

Section 4. Voting. Only those members whose residence is located in Goodhue County or Dakota County shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. A majority vote of those members present and voting shall carry any issue.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. The business, property and affairs of the corporation shall be managed by its Board of Directors. The initial Board of Directors of the corporation shall be the Keith D. Smiley, Donald Dinesen and Debbie Levine.

Section 2. Number. The number of Directors of the corporation shall be not less than three nor more than seven.

Section 3. Director Qualification. Each Director of the corporation must be a voting member of the corporation resident in either Goodhue or Dakota County.

Section 4. Tenure. Each Director shall hold office until the next annual meeting of the members and until his successor shall have been duly elected and qualified, or until his prior death, resignation or removal.

Section 5. Annual Meetings. The annual meetings of the Directors shall be held without notice immediately after the adjournment of the members meeting or at such other time as may be provided by the Board of Directors.

Section 6. Regular Meetings. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings without other notice than such resolution.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Commander or in his absence, Vice Commander, or any one of the Directors. The person authorized to call special meetings of the Board of Directors may fix the place and time of the meeting. All notices of special meetings shall state the purpose thereof.

Section 8. Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 9. Voting. Each Director shall be entitled to a vote and the majority vote of the Directors present at any meeting shall pass the issue.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by appointment made by the remaining Directors. A Director elected to fill a vacancy shall be a Director until his successor is elected by the members at the next annual meeting.

ARTICLE IV

OFFICERS

Section 1. Number. The officers of this corporation shall be a President, Vice President and Secretary/Treasurer. All officers shall be Directors of the corporation.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors held immediately following each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the corporation and shall be responsible for the active management of the day-to-day business of the corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation.

Section 6. Vice President. The Vice President shall serve as President in the absence of the President.

Section 7. Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of the members' and Board of Directors' meetings, see that all notices required are sent out to the members or Board of Directors, be the custodian of the corporate records, keep a register of each member of the corporation, have charge and custody of and be responsible for all funds of the corporation and in conjunction with the President, deposit all monies in the name of the corporation and pay the obligations of the corporation, and in general to perform all the duties incident to the combined office of Secretary/Treasurer.

ARTICLE V

AMENDMENTS

These By-Laws may be altered, amended, or repealed either by a majority vote of the voting members or by a majority vote of the Board of Directors.

ARTICLE VI

MAINTENANCE AND INSPECTION OF RECORDS

Correct and complete copies of the Articles of Incorporation, Bylaws, accounting records and minutes of meetings of the Board and of committees of the corporation shall be kept at the registered office of the corporation. A director, or agent or attorney of a director, may inspect all books and records of the corporation for any proper purpose at any reasonable time.

ARTICLE VII

INDEMNIFICATION OF PERSONS

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended, or by other provisions of law, each person who is a party or is threatened to be made a party to any proceeding, wherever and by whosoever brought (including any proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or that he or she is or was serving at the specific request of the Board as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against all reasonable expenses, including attorneys' fees and disbursements, judgments, penalties, fines and amounts paid in settlement, actually or reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Bylaw shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person and his or her heirs, executors and administrators, with respect to activities of such person during the period he or she acted as a director, officer, employee or agent of the corporation, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Bylaw.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January in each year.

These By-Laws were adopted this ____ day of July, 2015 as and for the By-Laws of SOUTHERN MINNESOTA WINE GROWERS ALLIANCE.

Keith D. Smiley, President