

BYLAWS
OF
PLACER COUNTY
WINE AND GRAPE ASSOCIATION

ARTICLE I – NAME

The name of the corporation is Placer County Wine and Grape Association (PCWGA), hereinafter referred to as “Association”.

ARTICLE II – OFFICES

The principal office of the Association for its transaction of business is located in Placer County, California. The Board of Directors is hereby granted full power and authority to change the principal office of the association from one location to another in the County of Placer, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE III - PURPOSE

The specific purposes for which this Corporation is exclusively organized shall be:

- A. To provide educational programs associated with viticulture and enology to the membership and to the general public which encourages the cultivation of wine grapes for the making of wine in Placer County using ecologically sound and sustainable agricultural practices;
- B. To conduct a donations program providing funds and/or human resources to public benefit and charitable activities;
- C. To provide advisory support to community activities associated with wine grape growing, wine making, and wine appreciation;
- D. To preserve the history of agricultural practices, specifically grape and wine production within the Placer County community;
- E. The Corporation is not organized for any person's private gain.

ARTICLE IV – MEMBERSHIP

SECTION 1 - Membership Classification

The corporation shall provide for membership in the following manner:
Membership will be on an annual basis and Membership Classification will be 1) Individual/Family/Business; 2) Associate/Non-profit/Honorary.

SECTION 2 - Membership Dues

The Board of Directors shall by resolution and vote determine the annual dues amount for each of the membership classifications. The Board shall also have the power to waive membership dues upon resolution of the Board.

SECTION 3 - Voting

Each of the membership classifications shall be entitle to one vote at the annual meeting to elect the members of the Board of Directors with the exception of the Associate, Honorary and Non-profit membership classifications.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1 - BOARD MEMBERS

The Association shall have a Board consisting of a minimum of three directors and maximum of eleven directors. The elected Directors shall nominate and elect four officers (President, Vice President, Secretary and Treasurer) and two Standing Committee Chairpersons

The four officers, immediate past president and the remaining directors shall be known as the Board of Directors.

SECTION 2 - QUALIFICATIONS

Directors shall be 21 years of the age or older and be a member in good standing of the Association.

SECTION 3 - POWERS

Subject to the provisions of the laws of the State of California, any limitations in the Articles of Incorporation, and any limitations in these Bylaws relating to action required or permitted to be taken or approved by the members; the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4 - DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Prepare budgets and financial statements for the Association as prescribed in these Bylaws;
- (c) Fill committee chairman and board vacancies;
- (d)

SECTION 5 - LIMITATION OF DUTIES

The Board shall be prohibited from taking any of the following actions, except with the vote or written consent of a majority of a quorum of the Members entitled to vote:

- (a) Taking action to impose a special assessment;
- (b) Taking action to amend the Articles of Incorporation.

SECTION 6 - TERM OF OFFICE FOR OFFICERS

Each officer and committee appointee shall hold office for a period of one year or until his or her successor is elected and qualifies. Elected officers may serve up to and including three (3) consecutive terms in a specific office if so elected and up to and including six (6) terms lifetime total in such office.

SECTION 7 - COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 8 – MEETINGS

Meetings shall be held at a time and place to be designated by the Board of Directors. Board meetings may be conducted by the physical appearance of the attendees at the meeting site, by teleconferencing, by internet (Net Meeting) or by any combination of these meeting forms. Regardless of the meeting form selected by a director, said director shall be considered “attending” for voting and quorum requirements. Regular meetings of Board of Directors shall occur not less frequently than once per quarter or more frequently than monthly as determined by the Board of Directors.

Regular meetings of the General Membership shall be held at times and places designated by the Board of Directors. There shall be at least one (1) such meeting per year. . Attendance shall be by physical appearance at the meeting by the attendee.

SECTION 9 - SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice-President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at a place designated by the person or

persons calling the special meeting.

SECTION 10 – NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors and the General Membership:

- (a) Regular Meetings. Ten (10) day notice will be required of all Board of Directors and General Membership meetings. Notice may be given via newsletters, mailings, phone or electronic mail. An annual meeting schedule that is established, published and distributed in the first quarter of each year will satisfy the ten (10) day notice requirement.
- (b) Special Meetings. The Secretary of the Association shall give at least two day prior notice to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or electronic mail or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- (c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this Association under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice, in writing and signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11 – QUORUM AT MEETINGS

A quorum shall consist of a simple majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12 – MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a simple majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13 – CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Association or, in his or her absence, by the Vice President of the Association or, in the absence of each of these persons, by the Past President of the Association, or in the absence of all three of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Association shall act as secretary at

all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Robert's Rules of Order shall govern meetings, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14 – VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Association would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by appointment of the majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 15 - NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

SECTION 16 - INDEMNIFICATION BY ASSOCIATION OF DIRECTORS AND OFFICERS

The directors and officers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of this state.

SECTION 17 - INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a director, officer, employee or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE VI – OFFICERS

SECTION 1 - DESIGNATION OF OFFICERS

The officers of the Association shall be President, Vice President, Secretary, Treasurer and Past President.

SECTION 2 – QUALIFICATIONS

An officer must be a duly elected Director and member in good standing of the Association.

SECTION 3 - ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, and each officer shall hold office for one (1) year commencing in January or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. The Past President shall be the previously elected President having completed his or her term(s) and shall serve in such capacity for the duration of the term(s) of the then currently elected president. A vacancy of the Past President caused by death, resignation, removal, disqualification, or otherwise shall be filled by the previous Past President available and whose term is nearest the current term and with Board of Directors confirmation.

SECTION 4 - REMOVAL AND RESIGNATION

The Board of Directors may remove any officer, with or without cause upon a removal vote of 75% of the members of the Board. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the Association.

SECTION 5 – VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors in accordance with Article V, Section 14. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine.

SECTION 6 - DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Association and shall, subject to

the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this Association has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7 - DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8 - DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the Association the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Association or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the Association and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Association.

Keep at the principal office of the Association a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the Association, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Association.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9 - DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to his or her agent or attorney, on request thereof.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports including, but not limited to, local, state, and federal reports of operations, income, and taxation.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10 – DUTIES OF PAST PRESIDENT

In the absence of the President and Vice President, or in the event of their inability or refusal to act, the Past President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Past President shall perform as advisor to the Board of Directors and conduct an independent audit of the Associations financial operations one month prior to the Annual meeting of the General Membership, and other duties that may be assigned.

ARTICLE VII – COMMITTEES

SECTION 1 - EXECUTIVE COMMITTEE

The elected officers of the Board of Directors, including the Past President, serve as the Executive Committee. The Executive Committee has the power and authority of the board in the management of the business and affairs of the Association, to the extent permitted, and except as may otherwise be provided, by provisions of law.

SECTION 2 - STANDING COMMITTEES

The Association shall have two (2) Standing Committees defined here under. The chairperson of each committee shall be appointed by the Board of Directors and shall serve as a member of said Committee for the term specified at the time of appointment. Recommendations by standing committees shall be given to the Board of Directors and shall be subject to control, revision, and alteration by the Board of Directors.

Education/Programs Committee – Identify, develops, and deliver educational programs, seminars, and workshops dealing with all aspects of viticulture and enology and make available to members and other interested parties during the year. Said programs may use one or more of the vineyards or wineries for venue or demonstration purposes. The committee shall also create and maintain a resource list of viticulture and enological materiel sources; a library of books, video and audio tapes which provide guidance in viticulture, enology, and related agricultural practices; and other materials associated with sustainable agriculture, organic practices, environmental management, and so forth. Said educational material shall be made available to the members and the general public.

Identify, plan, develop, and coordinate programs for General Membership meetings. Coordinate Association participation in venues and events to promote the grapes and wine of Placer County. Design marketing materials that promote Placer County wines, grapes, agri-tourism, and associated activities. Coordinate fund raising events to produce financial resources to serve and improve the public good. Plan meetings and event participation with relevant groups in the surrounding counties.

Community Involvement Committee – Prepare and obtain Board approval for the Association's Annual Donation Program. Be informed and disseminate information on government actions and programs involving agriculture and in particular the cultivation and vinification of wine grapes; provide information on wine and grape interests at public forums; and provide advisory support to local, county, state, and federal boards, commissions, and agencies as may be requested from time to time.

SECTION 3 – SPECIAL COMMITTEE

A Nominating and Election Committee comprised of three members appointed by the Board of Directors not less than sixty (60) days prior to the Annual meeting of the General Membership will meet to create a ballot for the election of new directors. This

ballot will allow for write-ins and be distributed to the General Membership by mail thirty (30) days prior to the Annual meeting held in December. Votes will be secret and counted by the committee. Votes received after the date of the meeting shall be deemed invalid and not counted. The persons receiving the highest number of votes shall be elected as a director.

SECTION 4 - MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VIII - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1 - EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2 - CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer.

SECTION 3 - DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4 - GIFTS

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association.

ARTICLE IX - CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1 - MAINTENANCE OF CORPORATE RECORDS

The Association shall keep at its principal office at a location as designated by the Board of Directors:

- (a) Minutes of all meetings of directors, committees of the board and, if this Association has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Association at all reasonable times during office hours.

SECTION 2 - CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3 - DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association and shall have such other rights to inspect the books, records and properties of this Association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4 - MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Association, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the Association, upon written demand on, and payment of a reasonable charge to, the Secretary of the Association, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the Association or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the Association by the member, for a purpose reasonably related to such person's interests as a member.
- (d) Members shall have such other rights to inspect the books, records and properties of this Association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5 - RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 6 - PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Association, to be so prepared and delivered within the time limits set by law.

ARTICLE X - IRC 501 (c)(3) TAX EXEMPTION PROVISIONS

SECTION 1 - LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Association shall not carry on any activities not permitted to be carried on (a) by an Association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2 - PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Association.

SECTION 3 - DISTRIBUTION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after final payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3), Internal Revenue Code.

SECTION 4 - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this Association is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Association 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XI - AMENDMENTS OF BYLAWS

SECTION 1 - AMENDMENT

Subject to the power of the members, if any, of this Association to adopt, amend or repeal the Bylaws of this Association and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE XII - CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Association, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Association, Organizational Charter, Corporate Charter, or other founding document of this Association filed with an office of this state and used to establish the legal existence of this Association.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 14 preceding pages, as the Bylaws of this Association.

Dated: _____

President

Vice President

Treasurer

Secretary