

BYLAWS
OF THE
KANSAS VITICULTURE AND FARM WINERY ASSOCIATION

The name of this Corporation is the Kansas Viticulture and Farm Winery Association, a not-for-profit corporation incorporated under the laws of the State of Kansas, and its powers, rights, obligations, and duties shall be set forth in its Articles of Incorporation.

ARTICLE I
OFFICES AND PURPOSE

Section I. Principal Office. The principal office for the transaction of business of the Corporation is hereby located at the residence of the then acting Secretary or Treasurer, as the Board of Directors may determine from time to time.

Section II. Registered Office. The Corporation by resolution of its Board of Directors may change the location of its registered office as designated in the Articles of Incorporation to any other place in the State of Kansas. By like resolution the resident agent at such registered office may be changed to any other person or Corporation, including itself. Upon adoption of such a resolution, a certificate of said change shall be executed, acknowledged and filed with the Secretary of State.

Section III. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

Section IV. Purpose. The purpose of the Corporation is to promote the winery and vineyard industries in the State of Kansas.

ARTICLE II
Membership and Meetings

Section I. Membership. Membership in the Corporation shall be open to all persons age twenty-one or above who subscribes to the purpose of the Corporation and who shall have paid all current dues.

Section II. Application for Membership and Dues. Application for Membership and payment of dues shall be made in care of the Secretary of the Corporation at the principal office.

Section III. Amount of Dues. The amount of dues assessed from each member on an annual basis shall be determined by the Board of Directors.

Section IV. Termination or Suspension. If any Member of the Corporation shall commit any act prejudicial to the conduct of the affairs of the Corporation or the purposes for which it is formed or shall otherwise become ineligible for Membership, the Membership of such person in the Corporation may be terminated or suspended upon a two-thirds vote of all of the Board of Directors.

Section V. Meetings of Members. Meetings of the voting Members of the Corporation will occur four (4) times during the calendar year, on a quarterly basis. The place, day, and time of each meeting shall be determined by the Board of Directors. Notice of each meeting shall be mailed or transmitted by email to all Members at least thirty (30) days prior to the meeting date.

Section VI. Special Meetings. Special meetings of the Members for any other purpose or purposes may be called by the President or by the Board of Directors or by twenty percent (20%) of the Members. Notice of any special meetings shall specify the place, day, and time of such meeting and the general nature of the business to be transacted and shall be emailed to the Members at least thirty (30) days prior to the special meeting date.

Section VII. Meetings by Electronic Means. The Members may participate in any regular or special meetings of the Board of Directors via conference call, video conferencing, email, text message or any other electronic means. In such cases, the Members shall be deemed present and shall count for the purposes of constituting a quorum.

Section VII. Voting. Each dues paying Member of the Corporation present at any meeting in person or by proxy or by electronic means shall be entitled to cast one vote. Any new Member must have paid dues, received by the Treasurer, thirty (30) days in advance of such meeting.

Section VIII. Quorum. The majority of the Membership present at any meeting, in person or by proxy or by electronic means, shall constitute a quorum for the transaction of business.

ARTICLE III Officers

Section I. Number and Qualification. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The officers shall be Members of the Corporation.

Section II. Election of Officers. The officers of the Corporation shall be elected by the Membership at the ~~annual~~ first meeting of each calendar year.

Section III. Term of Office. The term of office for all officers of the Corporation shall be one year.

Section IV. Vacancies. In the event of a vacancy in any office because of death, resignation, removal, or disqualification for any other cause, said vacancy shall be filled by the Board of Directors for the unexpired term of said office.

Section V. President. The President shall have general supervision, direction, and control of the conduct of the Corporation and shall preside at all meetings of the Members and Board of Directors. He or she shall have the general power and duties of management usually vested in the office of President of the Corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section VI. Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President and shall exercise such other powers and perform such other duties as may be directed by the Board of Directors or these Bylaws.

Section VII. Secretary. The Secretary shall keep or cause to be kept a book of minutes of the meetings of the Members and Board of Directors. The Secretary shall keep or cause to be kept at the principal office a Membership list showing the names of the Members and their addresses. The Secretary shall also act as parliamentarian of the Corporation.

Section VIII. Treasurer. The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the Corporation that shall be open to inspection by any Member at all reasonable times. The Treasurer shall deposit all monies in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors.

ARTICLE IV

Standing Committees

Section I. Legislative Committee. The Legislative Committee, consisting of one or more persons, shall be responsible for coordinating and representing the interests of the Corporation in state and national legislative and regulatory matters as they pertain to the purposes of the Corporation; provided, that the Corporation or the Legislative Committee shall not take any action that would be contrary to the requirements for qualification of the Corporation as a tax exempt organization under Section 501(c)(6) of the Internal Revenue Code. The chairman of the Legislative Committee shall be elected by the Members at the first meeting of each calendar year. The chairman shall appoint such other person or persons to assist him or her in carrying out the functions of the committee.

Section II. Marketing Committee. The Marketing Committee, consisting of one or more persons, shall be responsible for developing and implementing programs for the promotion and distribution of Kansas vineyards and wineries. The chairman of the Marketing Committee shall be elected by the Members at the first meeting of each calendar year. The chairman shall appoint such other person or persons to assist him or her in carrying out the functions of the committee.

Section III. Research and Development Committee. The Research and Development Committee, consisting of one or more persons, shall be responsible for developing and implementing projects, programs, research, and educational activities to increase the development of suitable grape growing and wine making in the State of Kansas. The chairman of the Research and Development Committee shall be elected by the Members at the first

meeting of each calendar year. The chairman shall appoint such other person or persons to assist him or her in carrying out the functions of the committee.

Section IV. Education and Evaluation Committee. The Education and Evaluation Committee, consisting of one or more persons, shall be responsible for developing and conducting practical programs, projects and educational activities to educate Kansas grape growers and wineries and to evaluate Kansas wines for comparison with wines of other regions. The chairman of the Education and Evaluation Committee shall be elected by the Members at the ~~annual~~ first meeting of each calendar year. The chairman shall appoint such other person or persons to assist him or her in carrying out the functions of the committee.

ARTICLE V Board of Directors

Section I. Number and Qualifications. The Directors of the Corporation shall be at least four (4) and no more than eight (8) in number and shall be the President, Vice-President, Secretary, Treasurer, and the chairman of the Legislative, Marketing, and Research and Development, and Education and Evaluation committees.

Section II. Vacancies. Vacancies on the Board of Directors shall be filled by a majority of the remaining Directors.

Section III. Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall from time to time determine in advance of such meetings, notice of which shall be given to all Members of good standing at least ten (10) days before such meeting. The Board of Directors may conduct an Executive Session at the request of the President or by at least three (3) of the Directors. The Board of Directors shall have authority to conduct an Executive Session by electronic means, as provided in Article II, Section VII.

Section VI. Powers. The Board of Directors shall conduct, manage, and control the affairs and conduct of the Corporation and make such rules and regulations as they may deem best and that are not inconsistent with the law, the Articles of Incorporation, or these Bylaws.

Section V. Voting. A majority of the total number of Directors shall be necessary to approve any action by the Board of Directors unless otherwise herein provided to the contrary.

ARTICLE VII Miscellaneous

Section I. Fiscal Year. The fiscal year of the Corporation shall commence on January 1 and shall terminate on December 31 of the same year.

Section II. Robert's Rules of Order. Robert's Rules of Order shall be used for the conduct of all Members' and Directors' meeting as otherwise provided herein or in the Articles of Incorporation.

Section III. Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501©(3) of the Internal Revenue Code of 1986 or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes. The procedure for dissolution shall be set forth in K.S.A. 17-6805, as amended.

Certificate of Secretary

I hereby certify that I am the duly elected and acting Secretary of the Kansas Viticulture and Farm Winery Association, a Kansas nonprofit corporation, and that the foregoing Bylaws were duly adopted at the Membership meeting held on July 28, 2024.

Carolyn Newell-Robbins

Secretary