

**BY-LAWS**  
**Of the**  
**OUTER COASTSAL PLAIN VINEYARD ASSOCIATION**

(Originally adopted February 15, 2009)

AMENDED AS OF MARCH 2014

AMENDED AS OF DECEMBER 2015

AMENDED AS OF NOVEMBER 1, 2018

## ARTICLE I

### Organization

#### **I.1 Name of Organization**

The name of the organization shall be the “Outer Coastal Plain Vineyard Association” (hereinafter “Association”).

#### **I.2 Offices**

The Association shall initially maintain its principal office and place of business at c/o Rutgers Agricultural Research & Extension Center, 121 Northville Road, Bridgeton, New Jersey 08302-5919. The Association may also have offices at such other places as the Board of Trustees may from time to time determine.

#### **I.3 Status as a Non-Profit Organization**

The Association is a non-profit organization, incorporated as a New Jersey non-profit corporation pursuant to N.J.S.A. 15A:1-1, et seq.

#### **I.4 Purpose of the Association**

The nature of the business or purposes to be conducted or promoted by the Association are as follows:

(a) To promote the dissemination of grape growing information to Association members through meetings at vineyards throughout the region, seminars and other speaker events as well as through its web site.

(b) To promote, apply for funding for and viticultural research on important wine industry issues of the Outer Coastal Plain AVA.

(c) To educate the community and consumers regarding the unique character of Outer Coastal Plain AVA vineyards and the quality wines they produce.

(d) To coordinate grape growing efforts with the needs of the wineries and consumers of New Jersey.

(e) To provide members with opportunities for discount purchasing of grape growing related materials and equipment and facilitate sharing and distribution of such.

(f) To serve as an early warning network for vineyard problems – e.g., disease, pressure, insect monitoring, climatic events, etc.

(g) To collaborate with state and federal government agencies and other industry organizations to promote sustainable viticulture.

(h) To respond to winemaker needs for quality grapes and the need for growers to recognize issues associated with the vinification of grapes via regularly scheduled wine technology meetings.

(i) Establish an identity for Outer Coastal Plain AVA vineyards that distinguishes the quality of the fruit and wine made there.

(j) To better the conditions of member grape growers through educational programs to improve viticulture in the Outer Coastal Plain AVA.

## **I.5 Fiscal Year**

The fiscal year of the Association, unless otherwise determined by the Board of Trustees, shall be from January 1 to December 31.

## **ARTICLE II**

### **Membership**

#### **II.1 Requirements for Membership**

Membership in the Association shall be limited to persons, firms, partnerships, and corporations that may qualify as described in Sec. 2.2.

#### **II.2 Classes of Membership**

There shall be the following classifications of membership:

**II.2.1 Full Member** – shall be a commercial grape grower with a minimum of \$1,000 in annual sales, or a planting of vines of at least 1 acre in size, whose vineyard is within the Outer Coastal Plain AVA or vineyard manager or representative of any winery located within the Outer Coastal Plain AVA. A Full Member shall have full voting rights as set forth in these by-laws.

#### **II.2.2 Associate Member-** shall be:

- (a) A non-commercial grape grower, or
- (b) A fruit grower (other than grapes) whose intent is to grow fruit for winemaking, or
- (c) Commercial grape growers (minimum \$1,000 in sales) and wineries located outside the Outer Coastal Plain AVA.

Associate members shall have no voting rights.

**II.2.3 Industry Member** – shall be an agricultural supplier, nursery, broker, laboratory, financial services provider or other professional service provider interested in supporting quality grape growing. Industry members shall have no voting rights.

**II.2.4 Association Friend** – shall be an individual or other legal entity with an interest in supporting viticulture in the Outer Coastal Plain. Association friends shall have no voting rights.

### **II.3 Application for Membership**

A qualified applicant must transmit in writing a membership application on a form provided by the Association to the home office of the Association. Such applications shall be reviewed by the Board of Trustees which shall admit such candidate to membership if the candidate meets the qualifications set forth in Section 2.2. Such applications shall contain an agreement to abide by the By-Laws of the Association and to pay the dues and assessments as prescribed therein, and shall be accompanied by any required dues. In the event of non-admission, the applicant may appeal to the full membership which shall vote on admission of the applicant.

### **II.4 Resignation of Member**

A Member may resign from the Association at any time. Such resignation shall be in writing addressed to the Board of Trustees. Such writing may be in the form of an electronic communication such as email. The resignation of a Member shall not relieve such members of the obligation to pay any dues, assessments or other charges accruing and unpaid prior to the effective date of the resignation.

### **II.5 Meetings of Members**

All meetings of Members shall be held at such place within the State of New Jersey as may be designated by the Board of Trustees from time to time. There shall be a minimum of four (4) regular Member meetings per year. The Board shall set and publish at its first meeting following election of the Board the schedule for regular Member meetings for the upcoming year. Such meeting dates may be amended from time to time pursuant to these By-Laws.

**II.5.1** At the first meeting held each calendar year (the “Annual Meeting”) the Members shall vote on the election of the Board of Trustees and Officers of the Association.

**II.5.2** Special meetings of the Members may be called at any time by a majority vote of the Board of Trustees or, only in the case of a special meeting of Members for the purpose of voting on the removal of one or more Trustees in accordance with these By-Laws, by a majority of the Members, provided that, in the event that any such meeting is proposed to be called by Members, such Members shall provide the Chair of the Board of Trustees written notice prior to calling any such meeting stating in reasonable detail the basis for, and the facts and circumstances purported to warrant, such removal. Such written notice may be by email or other electronic means.

### **II.6 Notice of Member meetings**

Any notice of any meeting of Members that is required or permitted to be given under these By-Laws shall be in writing and state the place, date, hour and purpose of such meeting and shall be given not less than ten (10) days before the date of such meeting to each member. Such written notice may be given by e-mail or other electronic means. In the event of an emergency circumstance affecting the Association or its members, a meeting may be called by the Board of Trustees on notice of less than 10 days at which time the Board shall identify to the membership the reason for such emergency meeting.

## **II.7 Governance of Member meetings**

The Chair of the Board of Trustees, or if there be none, or in his/her absence, the Vice-Chair of the Board, or if there be none, or in his/her absence, any person designated by resolution of the Board shall preside over all meetings of Members. Such presiding person shall have the power to administer any such meeting in accordance the procedures pertaining thereto as may be set from time to time by such presiding person including, but not limited to, any such procedures respecting the time allotted to Members or any other persons in attendance at such meeting to speak. A minimum of seven Members of the Association shall constitute a quorum at any meeting of the Members. At all meetings of the Members, Roberts Rules of Order shall govern in any questions of parliamentary procedure.

Upon establishment of a quorum, the affirmative vote of the simple majority of all such Full Members present constituting the quorum shall be sufficient to approve or authorize any business or proposal discussed at the meeting with the exception of the following actions which shall require an affirmative vote of two thirds (2/3) of the then Full Members of the Association:

- (a) Removal of a Director or Officer;
- (b) Dissolution of the Association.

## **II.8 Attendance of Meetings by Electronic Means**

Members may participate in and hold any meeting of the Members by means of a telephone conference or similar communications equipment by which each Member participating in the meeting can hear each other, and participation in any meeting pursuant to this Section shall constitute presence in person at such meeting.

## **II.9 Voting**

Only Full Members shall be entitled to vote, with each Full Member having one (1) vote which shall be cast by a representative of that Member. Each vineyard or winery having Full Membership in the Association, regardless of the form of its organization (proprietorship, partnership, corporation or limited liability company) shall be considered to be one member entitled to cast one vote, regardless of the number of individuals from such entity attending any meeting or voting on any matter.

Full Members may vote by proxy provided such proxy shall be executed in writing by an owner of a Full Member or the duly authorized designee of the Full Member whose designation had previously been filed with the Association. Voting by a Full Member or the authorization of a proxy may also be cast by electronic means such as email or texting as long as the vote or proxy designation is received and recorded accordingly by the Association.

## **II.10 Covenants of Members**

All Members, by virtue of their membership on the Association, agree and covenant as follows:

- (a) To comply with the By-Laws of the Association as may be established and amended from time to time; and
- (b) To pay all fees and dues in a timely manner.

## **ARTICLE III**

### **Board of Trustees**

#### **III.1 Number and Composition**

The management of the business and affairs of the Association shall be vested in the Board of Trustees which shall be the official governing body of the Association. The Board of Trustees shall be composed of seven (7) Members plus Emeritus Trustees as described below. The initial Board of Trustees shall consist of the four (4) founding Members set forth on Exhibit A (with terms as stated on Exhibit A) until such time as a full election is held by the Association to fill the fifth position, which election shall be held no later than sixty (60) days after initial meeting of the Association. The composition of the Board of Trustees shall at all times consist of at least two Trustees who are Full Members that are vineyards only. The seven non-Emeritus Trustees sitting on the Board may consist of either seven (7) Full Members (as defined in these By-Laws) or six (6) Full Members and one (1) Associate Member (as defined in these By-Laws) who is a non-commercial grape grower with a vineyard in the Outer Coastal Plain AVA.

#### **III.2 Term**

All Trustees shall be elected for terms of two (2) years. The term shall commence following the first yearly meeting of Members at which the election is held. The elections of the Trustees shall be staggered over two (2) years as follows:

(a) All Trustee positions shall be elected in 2009 following the approval date of these By-Laws and as set forth in Section 3.1 above (the "Initial Election");

(b) Trustee Positions 1 and 2 as set forth on Exhibit A hereto shall serve a one (1) year term in their first term following the Initial Election. These specific Trustee positions with abbreviated first terms shall be so designated prior to the Initial Election.

(c) The remaining three (3) Trustee positions, (Trustee Positions 3, 4 and 5 as set forth on Exhibit A) shall serve a full two (2) year term.

(d) Pursuant to the 2015 amendment to these By-Laws, Trustee Positions 6 & 7 shall run commensurate with positions 1 & 2.

(e) There may also exist one or more Trustees who shall be designated as "Emeritus Trustees". Emeritus Trustees shall be persons who have served on the Board of Trustees for a minimum of two (2) full terms and who have since resigned but are still members of the Association. The designation of a person as an Emeritus Trustee shall be within the sole discretion of the Board of Trustees. Emeritus Trustees shall serve for a term of two (2) years and shall not be entitled to vote on matters under consideration by and within the authority of the Board, but shall be entitled to attend meetings of the Board and provide advice and guidance to existing Trustees on matters before the Board.

#### **III.3 Duties and Powers**

The Board of Trustees shall be vested with all the powers necessary for the management of the business and affairs of the Association and, in addition to the power and authority

conferred by these By-Laws, may exercise all powers of the Association and do all such lawful acts and things as are not by these By-Laws directed or required to be exercised or done by the Members. In the exercise of its powers it may adopt such rules, issue such orders and directions and make such decisions as it may deem appropriate.

Without limiting the general powers conferred by the last preceding clause and the powers conferred by these By-Laws, it is hereby expressly declared that the Board of Trustees shall have the following powers:

(a) The Board of Trustees shall have the power to appoint or elect a Treasurer and Secretary of the Association and such other officers as are needed in the sole discretion of the Board. In electing or appointing such officers, the Board may, in its discretion appoint a member who is not a Full Member to undertake such duties, or may designate a non-member in appropriate cases where such non-member's expertise would be beneficial for the filling of the position.

(b) The Board of Trustees shall determine the manner and form by which its proceedings shall be conducted. It may appoint and dissolve all committees, define, alter and regulate their jurisdiction, and have original and supervisory jurisdiction over any and all subjects and matters referred to said committees and may direct and control their actions and proceedings at any stage thereof.

(c) The Board shall create an annual budget for the Association and present the budget for approval by the Members no later than March 1 of each year. The budget must be approved by a simple majority of a quorum of the Members. The Board shall have control of the property and finances of the Association pursuant to the annual budget approved by the Members.

(d) The Board may appoint, supervise, direct and dismiss agents of the Association and fix their duties and compensation, and may delegate such powers to any Committees or officers of the Association.

(e) The Board shall have the power to determine who shall be authorized on the Association's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

(f) The Board shall administer the disciplinary process pursuant to Article VII of these By-Laws.

(g) The Board shall negotiate on behalf of the Association with third parties, industry groups, governmental agencies or other entities.

(h) The Board shall manage responses to and prosecution of litigation related directly to the Association or otherwise relevant to the industry.

(i) The Board shall designate official points of contact to formally represent the Association for the purpose of working with governmental entities, regulators, lobbyists, industry associations or other entities.

#### **III.4 Vacancies**

Vacancies in the Board, including vacancies resulting from the resignation of any Trustees shall be filled as soon as practicable. Any Member may nominate a Full Member to fill the vacancy which shall then be voted on by the Membership authorized to vote. Each person so elected shall be a Director until his successor is elected and qualified or until his earlier resignation or removal.

### **III.5 Quorum**

For all purposes a majority of Trustees then in office shall be necessary to constitute a quorum. Except as otherwise specifically provided, any action taken pursuant to the vote of a majority of the Trustees then in office shall be deemed to be the action of the Board of Trustees.

### **III.6 Place of Meeting**

Meetings of the Board may be held at any location determined by the Board.

### **III.7 Regular and Annual Meetings**

Regular meetings of the Board may be held from time to time as a majority of the Board may designate. At all meetings of the Board of Trustees, or any of its committees, Roberts Rules of Order shall govern in any questions of parliamentary procedure. Members in good standing may attend any Board meeting as observers, and may participate during a comment period as shall be established by the Chair, the proceedings of which shall be managed by the Chair in the Chair's discretion including limiting the duration and scope of such comment period.

### **III.8 Special Meetings**

Special meetings of the Board may be called by the Chair of the Board, or if there be none, or in his/her absence, the Vice-Chair of the Board, or if there be none, or in his/her absence, the Trustee designated by the Board to act as an interim Chair and shall be called by the Chair of the Board or the Secretary upon the written request of at least a simple majority of the Trustees then in office.

### **III.9 Notices of Meetings of the Board**

(a) Regular Meetings. No additional notice shall be required to be given of any regular meeting, unless the same be held at other than the time or place for holding such meetings as fixed in accordance with these By-Laws, in which event not less than ten (10) and not more than thirty (30) days' notice shall be given of the time and place of such meeting.

(b) Special Meetings. At least one (1) hour's notice shall be given at the time when, place where, and purpose for which any special meeting of the Board is to be held. Special meetings may be held by telephonic or electronic means.

(c) Notice may be waived for any meeting by the Board by a vote of two-thirds (2/3) of the Trustees.

### **III.10 Interpretation of By-Laws**

The Board shall have the power to interpret these By-Laws by a vote of a 2/3 majority of the Board. Any such interpretation made by the Board shall be final, binding and conclusive.

### **III.11 Attendance of Meetings by Electronic Means**

Trustees may participate in and hold any meeting of the Board or any committee thereof by means of a telephone conference or similar communications equipment by which each Trustee participating in the meeting can hear each other, and participation in any meeting pursuant to this Section shall constitute presence in person at such meeting.

### **III.12 Unanimous Written Consent in Lieu of Meetings**

Any action required or permitted to be taken at any meeting of the Board of Trustees, other than the organizational meeting, or any committee thereof, may be taken without a meeting, or by mail, if written consent thereto is signed by all members of the Board, or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or such committee.

### **III.13 Removal of Trustees**

At any annual meeting of Members, or at any special meeting of Members called in accordance with these By-Laws, one or more Trustees may be removed with or without cause by the affirmative vote of the Members representing not less than two-thirds (2/3) of the Full Members.

### **III.14 Nomination of Trustees**

(a) Except as set forth in these By-Laws any Member may submit nominations for each of the positions on the Board of Trustees so that the Trustees may be selected at the Annual Meeting of Members. Recommendations for candidates to be nominated may be submitted to the Board either in person at a meeting of the Board or by a writing submitted to the Secretary of the Association. Such submission may be by electronic means.

(b) The Board shall report in writing to all Members entitled to vote with respect to the election of Trustees in accordance with these By-Laws and to the Secretary of the Association in advance of the Annual Meeting of Members the names of its nominees to serve as Trustees; provided that, in each case, each such nominee shall be a person, who under these By-Laws, is eligible for election to the position for which such person is nominated.

## **ARTICLE IV**

### **Officers**

#### **IV.1 Officers**

The Board of Trustees shall elect each year at the first Board meeting following the election of the Board from its own membership a Chair, a Vice Chair, a Secretary, a Treasurer and in its sole discretion such other officers as may be necessary and appropriate. These Officers shall hold office for a term of one (1) year or until their successors are elected and qualified.

#### **IV.2 Chair of the Board**

The Chair of the Board shall preside at all meetings of the Board at which the Chair is present. The Chair shall exercise such other powers and perform such other duties as may be

assigned to the Chair from time to time by the Board. The Chair shall be authorized to sign checks and execute agreements on behalf of the Association approved by the Board. The Chair shall have general supervision over the operations of the Association. The Chair shall have all powers and duties usually incident to the office of the Chair, except as specifically limited by a resolution of the Board.

#### **IV.3 Vice Chair of the Board**

The Vice Chair shall exercise such powers and perform such other duties as may be assigned to the Vice Chair from time to time by the Board. During the absence or temporary incapacity of the Chair, the Vice Chair shall perform the duties and have the powers of the Chair. In the event of the death or resignation of the Chair, the Vice Chair shall perform the duties and have the power of the Chair until the Board of Trustees shall choose a new Chair.

#### **IV.4 Powers and Duties of the Secretary**

Unless otherwise determined by the Board, the Secretary of the Association shall record minutes of all proceedings of the meetings, the Board of Trustees and all committees thereof and the Members, in books to be kept for that purpose, and shall attend to the giving and serving of all notices for the Association and the Board. The Secretary shall perform all other duties ordinarily incident to the office of Secretary and shall have such other powers and perform such other duties as may be assigned to the Secretary by the Board. The duties of the Secretary can be delegated by the Board to one or several assistant secretaries from time to time who may or may not be members.

#### **IV.5 Powers and Duties of the Treasurer**

Unless otherwise determined by the Board, the Treasurer shall have charge of all the funds and assets of the Association. When necessary or proper, unless otherwise ordered by the Board, the Treasurer shall endorse for collection on behalf of the Association checks, notes and other obligations, and shall deposit the same to the credit of the Association in such banks or depositories as the Board may designate and shall sign all receipts and vouchers for payments. The Treasurer shall make disbursements authorized by the Board of Trustees or by such officers as the Board may prescribe. The Treasurer shall sign all checks, except when the Board or these By-Laws shall otherwise direct. The Treasurer shall enter regularly, in the books and records of the Association to be kept by the Treasurer for the purpose, full and accurate account of all moneys received and paid by the Treasurer on account of the Association. The Treasurer shall at all reasonable times exhibit his books and accounts to any Trustees. The Treasurer shall have such other powers and shall perform such other duties as may be assigned to the Treasurer from time to time by the Board. The funds, books and vouchers of the Association shall be audited at the direction of the Board. The Treasurer shall file tax reports as required.

#### **IV.6 Past-Chair**

There shall also exist the office of Past-Chair who shall be a person who has served as the immediate past Chair of the Board of Trustees of the Association. The Past-Chair shall be considered an Ex-Officio member of the Board, but, unless such person is also still a Trustee of the Association, shall not be entitled to vote on any matters before the Board.

#### **IV.7 Delegation of Officer Powers and Duties**

The Board may delegate the powers or duties of any officer of the Association to any other officer, Director or other qualified individual approved by the Board from time to time acting on behalf of such officer.

## **ARTICLE V**

### **Committees**

#### **V.1 Committees**

The Board may, from time to time, appoint Committees to conduct specific business of the Association. All Committee Members shall be Full Members of the Association and no more than one person affiliated with the same Member shall be eligible for service on the same Committee.

#### **V.2 General Duties and Powers of Committees**

Each Committee shall administer the provisions of these By-Laws pertaining to matters within its jurisdiction. Each Committee shall make such rules and take such actions with respect to matters within its jurisdiction as it shall deem appropriate and shall have such other powers and duties as may be delegated to it by the Board. The Chair of each Committee shall make reports to the Board at each meeting of the Board on the work of the committee. Each Chair may be required to report at any meeting of the members upon any matters requiring action or consideration. Except as otherwise specifically provided in these By-Laws, the decision of a majority of those members of any committee voting at a meeting at which a quorum is present, shall be the decision of the committee. The Board shall fill any vacancy in any Committee as required.

## **ARTICLE VI**

### **Fees, Dues and Assessments**

#### **VI.1 Fees, Dues and Other Charges**

(a) The Board shall have the power (i) to establish, assess and levy such fees, dues and other charges (including, without limitation, any extraordinary assessments) upon all classes of members as the Board may from time to time establish by resolution, (ii) to establish rebates, credits and discounts with respect to any of the foregoing, (iii) to establish programs whereby the Association shares or permits any person to participate in any identified source of revenues, (iv) to provide for the direct reimbursement to the Association of any cost, expense or category thereof, and (v) except insofar as otherwise specified or provided for in these By-Laws, to establish and assess penalties and late charges for failure to pay any fees, dues or charges owed to the Association, including, without limitation, termination and forfeiture of all rights as a member. The Board may authorize any committee thereof or the Chair of the Board of Trustees to exercise any powers of the Board with respect to the assessment of fees, dues, other charges and penalties authorized in accordance with this Section. Each member shall be invoiced for annual dues within thirty days after the beginning of the Association's membership year. The membership year shall be the calendar year from January 1 through December 31.

(b) The obligation of Members to abide by the provisions of these By-Laws shall include, without limitation, the obligation to pay all applicable fees, dues and other charges imposed thereon by these By-Laws or by resolution of the Board.

(c) The foregoing notwithstanding, the dues for all classes of memberships for the calendar year 2009 shall be as set forth on Exhibit B hereto.

## **ARTICLE VII**

### **Discipline and Penalties**

#### **VII.1 Disciplinary Process**

(a) The Board shall have exclusive jurisdiction to:

(i) monitor compliance these By-Laws together with any interpretation thereof and any resolutions and stated policies of the Board or any committee of the Association; and

(ii) authorize the initiation of any disciplinary actions or proceedings for any such violations.

(b) The Board shall recommend to the Full Members appropriate sanctions including expulsion, suspension or any other fitting sanction where the Board finds that a violation of these By-Laws has been committed.

#### **VII.2 Suspension of Member**

(a) Any Member may be suspended by the Board of Trustees for being thirty (30) days or more delinquent in payment of dues and may not during such time attend meetings or vote on business of the Association. Such privileges shall be reinstated upon payment of delinquency, without any action by the Board of Trustees. Any member more than six months delinquent in payment of dues may be expelled by a two third (2/3) vote of the Members.

(b) The Board of Trustees may recommend to suspend, expel or terminate the membership of any Member whose conduct or action shall constitute an endangerment to the welfare of the Association or any of its members or whose conduct otherwise is not deemed to be in the best interest of the Association. Any recommendation regarding expulsion will require two-thirds (2/3) vote of the Members. The Board of Trustees shall determine the manner in which such Members shall be informed and the action which shall be taken in regard to continuing membership or expulsion and in other related matters.

#### **VII.3 Reinstatement of Member**

An application for reinstatement shall be referred to the Board of Trustees who shall recommend action to the Full Member. Reinstatement shall require a two-thirds (2/3) vote of the Full Members.

## **ARTICLE VIII**

### **Amendments to By-Laws**

#### **VIII.1 Amendments to By-Laws.**

Amendments to these By-Laws may be made at any meeting of the Members, or at any special meeting of the Members called at least 30 days in advance for that purpose by a two-thirds (2/3) vote of the Full Members and/or by written assent of two-thirds (2/3) of the voting power of Full Member. If a vote is taken at any meeting of the Members and two-thirds (2/3) of the Full Members are not present, the amendment shall be deemed approved if the number of votes at such meeting added to the number of votes submitted by mail within thirty (30) days of the membership meeting of vote is in favor of passage of the amendment. Votes to amend the By-Laws may be cast by members by electronic means including but not limited to email and texting as long as such vote is received and properly recorded by the Association.

Amendments to these By-Laws may also be proposed by the Board of Trustees who shall direct an officer or employee to prepare a written ballot to be mailed to each member who shall vote by the time specified in the ballot and return it to the Association as specified in the ballot. Such amendments of the By-Laws shall become effective when two-thirds (2/3) of the voting power of Full Members have assented by written mail ballot.

## **ARTICLE IX**

### **Association Assets**

#### **IX.1 Distribution of Assets.**

The interest in the funds, property and other assets of the Association of every Member whose membership shall terminate for any reason except the dissolution of the Association shall ipso facto immediately cease and such Members shall have no claim against the Association or against the other Members.

In case of dissolution of the Association, the funds, property and other assets of Association shall be distributed pro rata to those individuals, firms, corporations and partnerships who are Members at the time of said dissolution. Said pro rata shares shall be in proportion to the percentage of the dues contributed by the Member of the preceding two fiscal years. Upon the vote of two-thirds (2/3) of the active Full Members, the assets of the Association upon dissolution may be distributed in a manner and to persons, firms or organizations other than set forth above. No dissolution and distribution of Association assets shall be contrary to the laws of the state of New Jersey. No distribution of assets shall take place until after all of the outstanding debts and liabilities of the Association lawfully owed by it at the time of its dissolution shall have been paid or otherwise fully satisfied.

## **ARTICLE X**

### **Indemnification**

**X.1** Every Trustee, officer or employee of the Association shall be indemnified as set forth herein by the Association against all reasonable expenses and liabilities, including counsel fees reasonably incurred or imposed upon him, in connection with any proceeding to which he

may be made party, or in which he may become involved at any settlement thereof, by reason of his being or having been a Trustee, officer or employee at the time such expenses or liabilities are incurred, except in such cases wherein the Trustee, officer or employee is adjudged by a court to have been willfully misfeasant or malfeasant in the performance of his duties or acted beyond the scope of his authority. In the event of a settlement of any alleged liability on the part of a Trustee, officer or employee, the indemnification provided herein shall only be paid when the majority of members approve such settlement and/or reimbursement as being in the best interest of the Association. The membership may authorize liability in insurance to provide for such payments

**EXHIBIT A**

**BOARD OF TRUSTEES**

(as amended by By-Laws amendment of March 2014 with current term indicated)

**Position #1:** James Quarella, Bellview Winery (Founding Member, 1 yr. original term) – current term expires March 2016

**Position #2:** Frank Salek, Sylvan Farms (Founding Member, 1 yr. original term) (elected Emeritus Member – March 2014) – open position as of March 2014

**Position #3:** Lawrence Coia, Coia Vineyards (Founding Member, 2 yr. original term) – current term expires March 2015

**Position #4:** Dante Romanini, Panther Branch Vineyard (Founding Member, 2 yr. original term) – current term expires March 2015

**Position #5** Lawrence Sharrott, Sharrott Winery (2 yr. original term) – current term expires March 2015

**Position #6** Kevin Martin, Monroeville Vineyard and Winery – (elected March 2014) - current term expires March 2016

**Position #7** Dave Davis, Auburn Road Winery and Vineyard (elected March 2014) – current term expires March 2016.

**EXHIBIT B**

**INITIAL DUES STRUCTURE (2009)**

Full Member (voting)	\$ 75 per year
Associate Member	\$ 25 per year
Industry Member	\$ 25 per year
Association Friend	\$ 25 per year