

**BYLAWS**

**OF**

**LAS POSITAS COLLEGE**  
**VITICULTURE & ENOLOGY FOUNDATION**  
**a California nonprofit public benefit corporation**

April 19, 2018

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**I. OFFICES.**

1. **Principal Office.** The corporation's principal office for the transaction of the business of the corporation shall be fixed and located in the City of Livermore, Alameda County, California, at such place as the Board of Directors (hereinafter referred to as the "**Board**") shall determine. The Board is granted full power and authority to change said principal office from one location to another.
2. **Other Offices.** Branch or subordinate offices may be established at any time by the Board at any place or places.

**II. MEMBERSHIP.**

1. **Members.** The membership of this corporation shall consist of its directors. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.
2. **Classes of Members.** There shall be only one class of membership of this corporation and its shall consist of the Board of Directors.
3. **Quorum.** The presence of a majority of the members shall be necessary to constitute a quorum for the transaction of business.
4. **Voting.** Each member shall have one (1) vote for all purposes.
5. **Associates.** Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles or

Bylaws, but no such person shall be a member within the meaning of said Section 5056.

Associates will be selected and/or removed by the Board. Associates of the corporation shall be those persons who are deemed supportive of the interest of the corporation. Associates may be divided into various classifications as determined by the Board. Annual Associate dues may be set by the Board from time to time.

6. **Honorary Members.** Nothing in this Article II shall be construed as limiting the right of the corporation to designate any person as an Honorary Member, even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. Honorary Members will be selected and/or removed by the Board.

### III. **DIRECTORS.**

1. **Powers.** Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person, persons, management company or committees however composed, provided that the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board, through a majority vote (unless otherwise specified), shall have the following powers in addition to the other powers enumerated in these Bylaws:

a. To select and remove all other officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with the law, the Articles or these Bylaws, fix their reasonable compensation, if any, and require from them security for faithful service.

b. To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles or these Bylaws, as they may deem best.

c. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

d. To borrow money and incur indebtedness for the purposes of the corporation, if necessary, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

e. To establish such committees as it shall deem necessary or advisable.

2. **Number and Term of Directors.** The authorized number of Directors shall be not less than three (3) nor more than eleven (11) persons.

3. **Classification and Election of Directors.** The members of the Board shall be divided by lot into three (3) classes with staggered terms. The members of the first class shall hold office for a term of one (1) year; the members of the second class shall hold office for a term of two (2) years; the members of the third (3) class shall hold office for a term of three (3) years. At annual elections, directors shall be elected for a term of three (3) years to succeed the directors whose term then expires; provided that nothing herein shall be construed to prevent the election of the director to succeed himself.

The then current President of the Las Positas College shall be an ex officio Director and serve as one of the authorized Directors hereunder. The then current VWT Program Director of the Las Positas College shall be an ex officio Director and serve as one of the authorized Directors hereunder.

4. **Vacancies.** Subject to the provisions of Section 5266 of the California Nonprofit Public Benefit Law, any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s), whose office is vacant, was selected. Each Director so selected shall hold office until the expiration of the term of the replaced Director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or been found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law. The Board may also declare vacant the office of a Director, for any reason, upon majority vote of the Board.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

5. **Place of Meeting.** Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

6. **Annual Meetings.** The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice on the second Tuesday of April of each year at 2:00 p.m. as the board may fix and at the offices of the corporation, without any notice

given to the Directors by first-class mail or personal delivery.

7. **Regular Meetings.** Regular meetings of the Board of Directors shall be held without call or notice at such times and at such places as the Board of Directors shall from time to time determine.

8. **Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the President, and the Vice President, the Secretary, or any two directors.

Special meetings of the Board shall be held upon four (4) days notice by first-class mail or 24 hours notice given personally or by telephone, telegraph, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, of such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

9. **Quorum.** A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Article III.12. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meetings.

10. **Participation in Meetings by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

11. **Waiver of Notice.** Notice of meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

12. **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is

meetings.

12. **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of adjourned meeting to the directors who were not present at the time of adjournment.

13. **Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

14. **Rights of Inspection.** Every director shall have the absolute right at any reasonable time to inspect and copy such records as are required by the California Corporation's Code and to inspect the physical properties of the corporation of which such person is a director. This inspection may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make abstracts of documents.

15. **Committees.** The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- a. The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- b. The filling of vacancies on the Board or in any committee;
- c. The fixing of compensation of the directors for serving on the Board or on any committee;
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- f. The appointment of other committees of the Board or the members thereof;
- g. The expenditure of corporate funds to support a nominee for director; or
- h. The approval of any self-dealing transaction, as such transactions are

defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority vote of the directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions or any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

#### IV. OFFICERS

1. **Officers.** The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Article IV.3. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

2. **Election.** The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Article IV.3 or Article IV.5, shall be chosen annually by, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

3. **Subordinate Officers.** The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

4. **Removal and Resignation.** Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an office chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

6. **President.** The President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. The President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

7. **Vice Presidents.** In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the power of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

8. **Secretary.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

9. **Treasurer.** The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

## V. OTHER PROVISIONS



1. **Endorsement of Documents: Contracts.** Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President or any Vice President and any Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

2. **Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

3. **Amendments.** These Bylaws may be amended or repealed by the approval of the Board.

## **VI. INDEMNIFICATION**

1. **Definitions.** For the purposes of this Article VI, “agent” means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign domestic corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or investigative; and “expenses” includes without limitation attorney’s fees and any other expenses of establishing a right to indemnification under Article VI.4.

2. **Indemnification in Actions by or in the Right of the Corporation.** The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit corporation Law, or brought by the Attorney General or a person granted realtor status by the Attorney General for a breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 2:

a. In respect of any claim, issue or matter as to which such person shall have

been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for the expenses which such court shall determine;

b. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

c. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without approval, unless it is settled with the approval of the Attorney General.

3. **Indemnification Against Expenses.** To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Article VI.2 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonable incurred by the agent in connection therewith.

4. **Required Determinations.** Except as provided in Article VI.3 any indemnification under this Article VI shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Article VI.2 by:

a. A majority votes of a quorum consisting of directors who are not parties to such proceeding; or

b. The court in which such proceedings is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

5. **Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VI.

6. **Other Indemnification.** No provision made by the corporation to indemnify it or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members of directors, an agreement or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than directors and officers may be entitled by contract or otherwise.

7. **Forms of Indemnification Not Permitted.** No indemnification or advance shall be made under this Article VI, except as provided in Article VI.3 or Article VI.4, in any

circumstances where it appears:

a. That it would be inconsistent with a provision of the Article, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

b. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

8. **Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VI, provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

9. **Nonapplicability to Fiduciaries of Employee Benefit Plans.** This Article VI does not apply to any proceeding against any trustee, investment manager or other fiduciary of any employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Article VI.1. The corporation shall have the power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

## **VII. EMERGENCY PROVISIONS**


During any emergency resulting from an attack on the United States or on a locality in which the corporation conducts its activities or customarily holds meetings of its Board, or during any nuclear disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board or of the Executive committee, if any, cannot readily be convened for action, a meeting of the Board or of said committee may be called by any officer or director. Such notice need be given only to such of the directors or member of the committee, as the case may be, as it may be feasible to reach at the time and by such means as may be feasible at the time including, without limitation, publication or radio.

The director or directors in attendance at the meeting of the Board, and the member or members of the Executive Committee, if any, in attendance at the meeting of the committee, shall constitute a quorum. If none is in attendance at the meeting, the officers or other persons designated on a list approved by the Board before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonable necessary after the termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board or of the Executive Committee, be deemed directors or members of the committee, as the case may be, for such meeting.

The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties. The Board, wither before or during any such emergency, may, effective to the emergency, change the principal office or designate several alternative offices or authorize the officers to do so.

**CERTIFICATE OF SECRETARY OF ADOPTION OF  
THE BYLAWS OF  
LAS POSITAS COLLEGE  
VITICULTURE & ENOLOGY FOUNDATION  
a California nonprofit public benefit corporation**

**I HEREBY CERTIFY** that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprised of eleven pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof held on April 19, 2018.

  
\_\_\_\_\_  
Secretary