



2021

Full Grower Membership Requirements

Section 3.2 Application, Qualification and Rights

The Corporation shall have five (5) classes of members, Full Members, Provisional Members, Associate Members, Affiliate Members, and Honorary Members. Full and Associate Members are classified into two sub-classes, grower and winery memberships. Any individual or business entity which would qualify as a member under both sub-classes may elect to be treated as two members for all purposes of these bylaws. Only Full Members shall be entitled to vote on corporate matters. Associate Members and Affiliate Members shall not be entitled to vote on any corporate matters, including but not limited to, the election of the Corporation's Directors.

Application: An application for membership is required and must be completed by the Applicant ("Applicant") under penalty of perjury for each of the following classes of membership listed below in this Section 3.2 of the Bylaws. Additionally, with respect to applications for membership for Full Winery Members, Provisional Winery Members and Full Grower Members, an application for membership must be accompanied by signed letters of recommendation from three Full Winery Members and/or Full Grower Members; one member of the Board must act as the sponsor for the Applicant. All Applicants shall be required to appear before the Board to provide any and all information which may be requested by the Board concerning the Applicant and/or such Applicant's application for membership. Upon acceptance and approval of the Applicant's application, the Board shall submit the application to the members of TVWA that are entitled by these Bylaws to vote thereon (individually and collectively, "Voting Members"), for approval. The Voting Members shall vote to grant or deny membership in accordance with the procedures set forth in these Bylaws for the casting of votes, which decision shall not be subject to appeal by the Applicant. An Applicant may, after the expiration of six (6) months following such vote, reapply for membership in the event such applicant was denied membership after a vote by the Voting Members. By submission of an application for membership in the Corporation, the Applicant consents to ongoing permission for the Board to make any and all onsite visits the Board deems appropriate and agrees to provide all information on an ongoing basis which may be requested by the Board from time to time regarding the operation of the Applicant's business operations.

- (c). **Full Grower Member:** To qualify as a Full Grower Member, the Applicant shall own or lease a Vineyard located within the Region having, at all times, a minimum of 3.50 planted acres of wine grapes. A Full Grower Member is a Voting Member, and has all rights and obligations of full membership, including without limitation, the obligation of adhering to (i) all requirements attendant to its Full Grower Member status, (ii) the Additional Standards of Membership adopted as part of these Amended and Restated Bylaws and attached as Addendum A to these Bylaws, (iii) the Code of Personal Business Conduct adopted as part of these Amended and Restated Bylaws and attached as Addendum B to these Bylaws (irrespective of whether or not such Full Grower Member has signed the Code of Personal Business Conduct), and (iv) all other policies



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and codes applicable to members as the Board and/or the members, respectively and as applicable, may adopt from time to time. Annual dues for Full Grower Members shall be

recommended on an annual basis by the Board and shall be subject to approval by the Voting Members in accordance with the procedures set forth in these Bylaws for the casting of votes. No individual or business entity shall hold more than one Grower membership (i.e., Full Grower or Associate Grower) at a time. There is no provisional membership or provisional period required to become a Full Grower Member.