

ALLAN HANCOCK COLLEGE VITICULTURE & ENOLOGY FOUNDATION

AGENDA
SPECIAL BOARD MEETING

Monday, March 10, 2014

Allan Hancock College
Open Session - Sky Room A204
800 S. College, Building A
Santa Maria, CA 93454

BOARD MEMBERS

Kevin Walthers

Paul Murphy

Brian Simas

Elizabeth Miller

Alfredo Koch

Larry Lahr

1. Call to Order - Sky Room. 8:30 A.M.

2. Public Comments

The section of the agenda is intended for members of the public to address the Board on items involving the Foundation. Public comment not pertaining to specific agenda items is welcome under public comment. *Please note that Board members are prohibited by the Brown Act from responding to comments made regarding topics not on the official agenda.* Testimony on specific agenda items will be welcome during consideration of the item by the Board. When public testimony is completed regarding a specific agenda item, discussion is then confined to Board members only.

3. Review, Approval and Ratification of Minutes

February 27, 2014 Organizational Meeting. Recommended approval and ratification of all actions of the Incorporator, temporary Chairman, temporary Secretary, and Board of Directors taken at the February 27, 2014 organizational meeting of the Board of Directors, as reflected in the minutes for said meeting in order to correct defect in Brown Act compliance.

4. Rules for Presenting Testimony

Consideration and recommended approval of Rules for Presenting Testimony to the Board of Directors.

5. New Business

6. Adjournment

Consistent with the American with Disabilities Act and California Government Code §54954.2 requests for disability related modification or accommodation, including auxiliary aids or services, may be made by a person with a disability who requires the modification or accommodation in order to participate at the referenced public meeting by contacting the Director, Brian Simas (805) 934-4600.

800 S. College Drive, Santa Maria, CA 93454

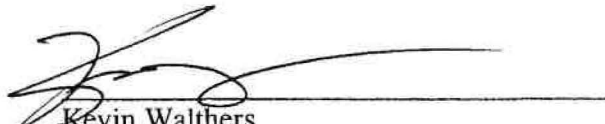
**WAIVER OF NOTICE AND CONSENT TO HOLDING
OF FIRST MEETING OF INCORPORATOR AND DIRECTORS**

OF

**ALLAN HANCOCK COLLEGE
VITICULTURE & ENOLOGY FOUNDATION
A California Nonprofit Public Benefit Corporation**

The undersigned, being the Incorporator named in the Articles of Incorporation of the above named California Corporation duly formed by the filing of said Articles of Incorporation in the office of the California Secretary of State on January 24, 2014, and desiring to hold the first meeting of the Incorporator and the Directors of said Corporation for the purpose of completing the organization of its affairs, **HEREBY WAIVES NOTICE OF SAID MEETING AND CONSENTS** to the holding thereof at 800 S. College Drive, Santa Maria, California on February 27, 2014, for the purpose of adopting Bylaws, electing officers, adopting a form of corporate seal, transacting such other business as may be brought before the meeting; and does hereby further agree that any business transacted at said meeting shall be as valid and legal and of the same force and effect as though said meeting were held after notice duly given.

DATED: February 27, 2014


Kevin Walthers
Incorporator

**MINUTES OF THE FIRST ORGANIZATIONAL
MEETING OF THE INCORPORATOR
AND DIRECTORS**

OF

**ALLAN HANCOCK COLLEGE
VITICULTURE & ENOLOGY FOUNDATION
A California Nonprofit Public Benefit Corporation**

Kevin Walthers, being the Incorporator named in the Articles of Incorporation of the above named Corporation, duly formed by the filing of said Articles of Incorporation in the office of the California Secretary of State on January 24, 2014, hereby resigns as Incorporator, however, the members desire to hold the first organizational meeting for the purpose of completing the organization of its affairs, in accordance with the powers conferred upon Incorporators by Section 210 of the General Corporation Law, held such meeting at 800 S. College Drive, Santa Maria, California on February 27, 2014, at 11:00 a.m.

Present at this session of the meeting were Kevin Walthers, Elizabeth Miller, Brian Simas, Paul Murphy, and Alfredo Koch. Absent was Larry Lahr.

On motion and by unanimous vote, Alfredo Koch was elected temporary Chairman, and Paul Murphy was elected temporary Secretary of the meeting.

ARTICLES OF INCORPORATION FILED

January 24, 2014

The temporary Chairman stated that the original Articles of Incorporation had been filed in the office of the California Secretary of State as official file number 3640532 on January 24, 2014.

The temporary Chairman next presented to the meeting a certified copy of the Articles of Incorporation and the temporary Secretary was directed to insert it in the Book of Minutes of the corporation.

BYLAWS

The matter of the adoption of Bylaws for the regulation of the affairs of the Corporation was next considered. The temporary Secretary presented to the meeting a form of Bylaws which were duly considered and discussed. On motion duly made by the temporary Chairman, the

following resolutions were adopted:

RESOLVED: That the Bylaws presented to this meeting and discussed thereat be, and the same hereby are, adopted as and for the Bylaws of the Corporation.

RESOLVED FURTHER: That the temporary Secretary be and hereby is authorized and directed to execute a certificate of the adoption of said Bylaws and to insert said Bylaws as so certified in the Book of Minutes of the Corporation, and to see that a copy of said Bylaws, similarly certified, is kept at the principal office for the transaction of business of the Corporation, in accordance with Section 213 of the California Corporations Code.

ELECTION OF DIRECTORS

The temporary Chairman stated that the Bylaws adopted by the Corporation provide that there shall be not less than three (3) Directors and not more than eleven (11).

The temporary Chairman thereupon recognized the Incorporator who, upon his own motion, appointed the following persons as the first At Large Directors of the Corporation to serve until successors are duly elected pursuant to the Bylaws, or until resignation or removal, as the case may be, and effective upon their acceptance of their position, to exercise the powers of further organization and direction of the Corporation. Each of the newly elected At Large Directors signified their acceptance by executing these minutes where indicated.

DIRECTOR

TERM ENDING

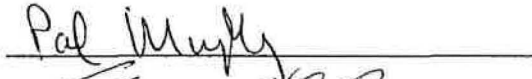


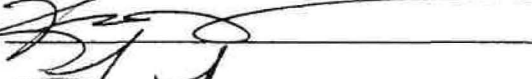

SIGNATURE

Brian Simas

June 2015



The temporary Chairman noted that Article III, Section 3 of the Bylaws provides for four (4) ex-officio members of the Board of Directors and that **Kevin Walthers** would serve in his capacity as Superintendent / President of the Allan Hancock Joint Community College District; that **Elizabeth Miller** would serve in her capacity as Vice President of Administrative Services of the Allan Hancock Joint Community College District; that Paul Murphy would serve in his capacity as Dean of the Life and Physical Sciences Program of the Allan Hancock Joint Community College District; and that **Alfredo Koch** would serve in his capacity as Coordinator of the Agricultural Business Program of the Allan Hancock Joint Community College District. The temporary Chairman noted further that Article III, Section 3 of the Bylaws provides for one (1) member of the Board of Directors to be appointed by the Allan Hancock Joint Community College District Board of Trustees and that **Larry Lahr** is the person appointed thereby. The Board of Trustees will ratify this appointment by resolution of the Board of Trustees at a meeting of the Board of Trustees on March 18, 2014. Each of the newly elected ex-officio Directors signified their acceptance by executing these minutes where indicated, except Larry Lahr. The temporary Chariman shall circulate these minutes for Director Lahr's signature after the meeting.

<u>DIRECTOR</u>	<u>TERM ENDING</u>	<u>SIGNATURE</u>
Paul Murphy	June 2015	
Elizabeth Miller	June 2016	
Alfredo Koch	June 2016	
Kevin Walthers	June 2017	
Larry Lahr	June 2017	

RESIGNATION OF THE INCORPORATOR

The Incorporator, having completed the necessary steps in organizing the Corporation, submitted his resignation prior to holding the first meeting of the corporation.

The temporary Chairman confirmed that the Incorporator's tasks had been accomplished and upon a motion duly made, seconded, and unanimously carried, said resignation was accepted.

ELECTION OF OFFICERS

The meeting then proceeded to the election of officers. Upon nominations and a motion duly made, seconded, and unanimously carried, the following were duly elected to the offices indicated:

President:	Alfredo Koch
Vice-President:	Larry Lahr
Treasurer	Elizabeth Miller
Secretary:	Paul Murphy

Each officer so elected being present accepted his office, and thereafter, the President presided at the meeting and the Secretary acted as the Secretary of the meeting.

ORGANIZATIONAL EXPENSE

The President next suggested the Corporation provide for the payment of expenses of incorporation and organization of the Corporation. Thereafter, upon a motion duly made, seconded, and unanimously carried, the following resolution was adopted.

RESOLVED: That the Treasurer of the Corporation be and hereby is authorized and directed to pay the expenses of incorporation and organization of the Corporation.

ACCOUNTING YEAR

The President next suggested that the meeting consider the adoption of an accounting year, either fiscal or calendar, so that the Franchise Tax Board and Internal Revenue Service could be notified thereof. The President also suggested that the Corporation apply for State and Federal tax identification numbers. Thereafter, upon a motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED: That this Corporation adopt a fiscal accounting year beginning July 1 and ending June 30.

RESOLVED FURTHER: That the Treasurer of the Corporation is authorized and instructed to apply for and obtain State and Federal taxpayer identification numbers for the corporation.

EXEMPTION FROM TAXES

The President next advised the meeting that the Corporation needs to obtain a ruling from the California State Franchise Tax Board declaring it to be exempt from state franchise taxes pursuant to Revenue and Taxation Code Section 23701d. The President suggested that the Corporation should apply for a similar ruling from the Internal Revenue Service pursuant to Internal Revenue Code Section 501(c)(3). Thereafter upon a motion duly made, seconded and unanimously carried, the following resolution was adopted.

RESOLVED: That the action of the Incorporator in applying for a ruling on the exempt organization status of the Corporation from the California State Franchise Tax Board pursuant to Revenue and Taxation Code Section 23701d is approved and ratified.

RESOLVED FURTHER: That the Treasurer of the Corporation is authorized and instructed to prepare, submit and obtain a ruling on the exempt organization status of the Corporation from the Internal Revenue Service pursuant to Internal Revenue Code Section 501(c)(3) with the assistance of tax consultants.

PRINCIPAL OFFICE LOCATION

After some discussion, the location of the principal office of the Corporation for the transaction of the business of the Corporation was fixed pursuant to the following resolution,

adopted on motion duly made, seconded and unanimously carried:

RESOLVED: That 800 S. College Drive, Santa Maria, California be and the same hereby is designated and fixed as the principal executive office of the Corporation for the transaction of the business of the Corporation in the State of California.

AUTHORIZATION TO CONTRACT

To authorize certain Directors to contract and obligate the Corporation, in the ordinary course of business, the following resolution was adopted upon motion duly made, seconded and unanimously carried:

RESOLVED: That the ex-officio members of the Board of Directors serving in their capacity as (1) Superintendent / President of the Allan Hancock Joint Community College District, and (2) Vice President of Administrative Services of the Allan Hancock Joint Community College District are authorized to sign contracts and obligations on behalf of the Corporation. The Board acknowledges that **Kevin Walthers** is the current member of the Board of Directors serving by virtue of his position as Superintendent / President of the Allan Hancock Joint Community College District and **Elizabeth Miller** is the current member of the Board of Directors serving by virtue of her position as Vice President of Administrative Services of the Allan Hancock Joint Community College District. Additionally, the then current Director of Business Services for the Allan Hancock Joint Community College District shall be authorized to sign contracts and obligations on behalf of the Corporation. The Board acknowledges that **Richard Carmody** is the current acting Director of Business Services of the Allan Hancock Joint Community College District.

OFFICERS AUTHORIZED TO APPLY FOR GRANTS, RECEIVE AND MANAGE FUNDING, PROPERTY, AND GIFTS

To authorize the officers to apply for grants, receive funding, property and gifts, the following resolution was adopted upon motion duly made, seconded and unanimously carried:

RESOLVED: That each of the Corporation's officers or their designees are authorized to apply for grants, receive funds, property and gifts of any kind to promote the purposes of the Corporation.

MASTER OPERATING AGREEMENT

In order for the Corporation to operate certain facilities on the Santa Maria campus of the Allan Hancock Joint Community College District and function as an auxiliary corporation of the

Allan Hancock Joint Community College District, the following resolution was adopted upon motion duly made, seconded and unanimously carried:

RESOLVED: That the Corporation's officers are authorized to negotiate a Master Operating Agreement with Allan Hancock Joint Community College District in order to properly function as an auxiliary corporation and to operate the Santa Maria campus' vineyard and winemaking facilities.

BANK RESOLUTION

To provide for a depository for the funds of the Corporation and to authorize certain officers to deal with the corporate funds, the following resolutions were duly made, seconded, and unanimously adopted:

RESOLVED: That this Corporation open an account or accounts with a bank located in Santa Barbara County as selected by the officers of the Corporation.

RESOLVED FURTHER: That until such authority is revoked by sealed notification to said financial institution of such action by the Board of Directors of this Corporation, the then current Director of Business Services of the Allan Hancock College Joint Community College District and the ex-officio members of the Board of Directors serving in their capacity as (1) Superintendent / President of the Allan Hancock Joint Community College District, and (2) Vice President of Administrative Services of the Allan Hancock Joint Community College District are authorized, any two authorized persons acting jointly, to execute checks and other items for and on behalf of the Corporation with respect to such financial institution. The Board acknowledges that **Richard Carmody** is the current Director of Business Services of the Allan Hancock College Joint Community College District, **Kevin Walthers** is the current member of the Board of Directors serving by virtue of his position as Superintendent / President of the Allan Hancock Joint Community College District and **Elizabeth Miller** is the current member of the Board of Directors serving by virtue of her position as Vice President of Administrative Services of the Allan Hancock Joint Community College District.

STATEMENT BY DOMESTIC NONPROFIT CORPORATION

The Secretary of the Corporation next presented to the meeting a filed Statement by Domestic Nonprofit Corporation advising the meeting that it is a form required to be filed annually which specifies:

- (a) The names and addresses of the Corporation's officers.
- (b) The address of the Corporation's principal office, and

- (c) The name and address of the Corporation's agent for service of process.

After a full discussion and upon a motion duly made, seconded and unanimously carried, the following motion was adopted:

RESOLVED: That Corporation approves the Statement of Information and the Secretary of the Corporation is authorized and instructed to procure the President's signature thereon, as required.

RESOLVED FURTHER: That the Secretary of the Corporation is instructed to place a true and correct copy thereof in the Book of Minutes of the Corporation immediately following the minutes of this meeting.

APPLICATION FOR EMPLOYER IDENTIFICATION NUMBER

The Secretary of the Corporation next presented to the meeting a filed Application for Employer Identification Number advising the meeting that it is a form required to be filed to obtain a taxpayer identification with the Internal Revenue Service for the Corporation:

After a full discussion and upon a motion duly made, seconded and unanimously carried, the following motion was adopted:

RESOLVED: That Corporation approves the Application for Employer Identification Number and the Secretary of the Corporation is authorized and instructed to procure the Kevin Walthers's signature thereon, as required.

RESOLVED FURTHER: That the Secretary of the Corporation is instructed to place a true and correct copy thereof in the Book of Minutes of the Corporation immediately following the minutes of this meeting.

LICENSING

In order to obtain the appropriate licenses to act as a bonded winery under California and Federal law, the following resolution was duly made, seconded, and unanimously adopted:

RESOLVE, that the Officers are authorized and instructed to do all things necessary and proper to apply for and obtain all licenses and permits to do business in California as a bonded winery.

SIGNING AUTHORITY FOR LICENSING

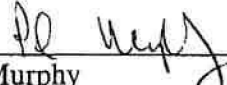
In order to authorize execution of documents submitted on the Corporation's behalf to various

government agencies to obtain licensing as a bonded winery, the following resolution was duly made, seconded, and unanimously adopted:

RESOLVED, each Director and Officer of the Corporation is authorized to sign, or to appoint a person authorized to sign, all documents unless otherwise specified, submitted on the Company's behalf to the Federal Alcohol and Tobacco Tax and Trade Bureau, the California Alcohol Beverage Control Department, the California Department of Food and Agriculture, the California Board of Equalization, the Federal Food and Drug Administration, and any other government agencies, as may be necessary to be licensed as a bonded winery.


ADJOURNMENT

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.



Paul Murphy
Temporary Secretary / Secretary

Attest:



Alfredo Koch
Temporary Chairman / President

RULES FOR PRESENTING TESTIMONY

All persons who wish to present testimony to the Board of Directors in a public hearing must observe the following rules:

1. All members of the public must first identify himself/herself and place of residence for the public record.
2. All public comments must be addressed to the Chair of the Board. Conversation or debate between the speaker at the podium and a member of the audience is not permitted.
3. Remarks shall be kept as brief as possible. Under all circumstances, each member of the public shall have a total of five minutes for comment per agenda item. Testimony shall be focused on the most important facts you wish to be considered and caution taken to avoid duplicating testimony provided by others.
4. Whenever possible, written testimony should be presented as well as oral. Written testimony can be submitted in advance of the actual hearing date.

BYLAWS

OF

ALLAN HANCOCK COLLEGE
VITICULTURE & ENOLOGY FOUNDATION
a California nonprofit public benefit corporation

February 27, 2014

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BYLAWS

OF

ALLAN HANCOCK COLLEGE
VITICULTURE & ENOLOGY FOUNDATION
a California nonprofit public benefit corporation

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 Santa Maria, Santa Barbara 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 Superintendent / President of the Allan Hancock Joint Community College District shall be an ex officio Director and serve as one of the authorized Directors hereunder. The then current Vice President of Administrative Services of the Allan Hancock Joint Community College District shall be an ex officio Director and serve as one of the authorized Directors hereunder. The then current Dean of Life and Physical Sciences Program of the Allan Hancock Joint Community College District shall be an ex officio Director and serve as one of the authorized Directors hereunder. The then current Coordinator of the Agricultural Business Program of the Allan Hancock Joint Community College District shall be an ex officio Director and serve as one of the authorized Directors hereunder. The Allan Hancock Joint Community College District Board of Trustees shall have the right to appoint one at-large director to serve as an authorized director 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 third Wednesday of June of each year at 5:00 p.m. as the board may fix and at the offices of the corporation, without any notice being required; or at such other time and date in the month of June as shall be determined by the Board or the President, and upon prior notice of at least thirty (30) days of such meeting being 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 Section 12 of this Article III. 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 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 Section 3 of this Article IV. 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 Section 3 or Section 5 of this Article IV, 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 Section 4 or 5(b) of this Article VI.

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 Section VI.2 of this Article VI 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 Section 3 of this Article VI 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 Section 2 of this Article VI 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 Sections 3 or 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 Section 1 of this Article VI. 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
ALLAN HANCOCK 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 February 27, 2014.



Paul Murphy
Secretary