BYLAWS UNDER REVISED IOWA NONPROFIT CORPORATION ACT

# SECOND REVISED BYLAWS OF IOWA WINE GROWERS ASSOCIATION, INC.

#### ARTICLE I. OFFICES AND REGISTERED AGENT

**Section 1.1. Principal Office.** The location of the principal office of lowa Wine Growers Association, Inc. (IWGA) in the State of lowa will be identified in the Corporation's biennial report filed with the lowa Secretary of State.

**Section 1.2. Registered Office and Registered Agent.** The initial registered agent and office of the corporation are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may have been or may be changed from time to time by resolution of the Board of Directors.

# **ARTICLE II. MEMBERS**

- **Section 2.1. Classes of Members and Dues.** The Corporation shall have separate classes of members. The designation of each class, dues, and the qualifications and rights of the members of such class shall be as outlined in the IWGA Board Operational Policies. These policies may be changed by a majority vote of the IWGA Board of Directors.
- 2.1.1 **Good Standing.** Those members who have paid the required dues and fees in accordance with the stated policies and who are not suspended shall be members in good standing.
- **Section 2.2. Voting Rights**. Each member of the Voting membership class shall have one vote on each matter submitted to a vote of the members. Members of the Non-Voting membership classes shall have no voting rights.

All members, voting and non-voting, shall have the right to speak at a meeting of the membership.

- **Section 2.3. Expulsion, Suspension or Termination of Membership**. The Board of Directors, by affirmative vote of a simple majority of all of the members of the board, may expel, suspend or terminate a member for cause after providing not less than fifteen (15) days notice to the member of the proposed expulsion, suspension, or termination and reasons therefore and an opportunity for a hearing.
- **Section 2.4. Resignation**. Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.
- **Section 2.5. Reinstatement.** Upon written request signed by a former member and filed with the secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the board, reinstate the former member to membership upon such terms as the Board of Directors may deem appropriate.

**Section 2.6. Transfer of Membership.** Membership in this corporation is transferable if the transfer is for a voting membership to an equal or applied to a higher dues membership class.

# **ARTICLE III. MEETINGS OF MEMBERS**

**Section 3.1. Annual Meeting.** The annual meeting of members shall be held during the annual IWGA member conference event designated by resolution of the Board of Directors, or such other date, as the Board of Directors shall by resolution specify. At each annual meeting election announcement and seating of the elected directors shall take place and such other business shall be transacted as may be properly presented to such meeting. If the election announcement and seating of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be.

**Section 3.2. Special Meetings.** Special meetings of the members may be called by the President or the Board of Directors and shall be called by the Board of Directors upon written demand signed by not less than twenty-five percent, or 25 whichever is greater, of the members having voting rights and which demand is dated and delivered to the Secretary. Such written demand shall state the purpose or purposes for which such meeting is to be called. The time, date and place of any special meeting shall be determined by the Board of Directors or by the President. Unless otherwise provided in the Articles of Incorporation, a written demand for a special meeting may be revoked by a writing to that effect received by the corporation prior to the receipt by the corporation of demands sufficient in number to require the holding of a special meeting.

**Section 3.3. Place of Meeting**. The Board of Directors may designate any place within the State of Iowa as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made the place of meeting shall be the principal office of the corporation in the State of Iowa.

**Section 3.4. Notice of Meetings.** Notice stating the place, day and hour of any meeting of members shall be delivered to each voting member not less than ten (10) nor more than sixty (60) days before the date of such meeting or if notice is mailed by other than first class or registered mail not less than 30 days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. Notice may be communicated in person, by mail, or other method of delivery, or by telephone, voice mail, or other electronic means. Written notice by the corporation to its members, if in a comprehensible form, is effective according to one of the following: (i) upon deposit in the United Sates mail, if mailed post-paid and correctly addressed to the member's address shown in the corporation's current record of members; or (ii) when electronically transmitted to the member to the email address provided in the membership application or updated contact information.

# Section 3.5. Waiver of Notice.

3.5.1 Any member may waive any notice required by law or these bylaws if in writing and signed by any member entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice to such member in due time as required by law or these bylaws. Any such waiver shall be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

3.5.2 A member's attendance at a meeting, in person or by proxy, waives (i) objection to lack of notice or defective notice of such meeting, unless the member at the beginning of the meeting or promptly upon the member's arrival objects to holding the meeting or transacting business at the meeting, and (ii) objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

**Section 3.6. Record Date**. The Board of Directors may fix, in advance, a date as the record date for any determination of members for any purpose, such date in every case to be not more than seventy (70) days prior to the date on which the particular action or meeting requiring such determination of members is to be taken or held. If a record date is not fixed, members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board of Directors selects a new record date or unless a new record date is required by law.

**Section 3.7. Quorum and Action.** The members holding 50% or more of the votes, which may be cast at any meeting, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice. If quorum exists, action on a matter is approved if the votes cast by the members favoring the action exceed the votes cast opposing the action, unless a greater number is required by law.

**Section 3.8. Proxies.** Voting by proxy will not be permitted. Voting must be by the named member.

**Section 3.9. Ballot Voting**. An action based on a written ballot may be taken provided the number of votes cast meets the quorum and number of approvals meets the number requirements set forth in Section 3.8. A written ballot may be transmitted, and a vote may be cast on that ballot electronically in accordance with Article XII (Electronic Transmission) of these bylaws.

Section 3.10. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least eighty (80) percent of the members entitled to vote with respect to the subject matter of the action. The member consent may be transmitted electronically in accordance with Article XII. Written notice of member approval must be given to all members who have not signed the written consent. If written notice is required, member approval shall be effective ten days after such written notice is given. A written consent may be revoked by a writing to that effect received by the corporation prior to the receipt by the corporation of unrevoked written consents sufficient in number to take the corporate action.

# ARTICLE IV. BOARD OF DIRECTORS

**Section 4.1. General Powers.** The affairs of the corporation shall be managed by its Board of Directors. Directors must be Voting Members in good standing.

**Section 4.2. Number, Tenure and Qualifications.** The number of directors shall be no fewer than six (6) and no greater than nine (9). The Board shall make efforts to ensure that one Director is a commercial grower/vineyard owner in the voting member class identified in IWGA Board Operational Policies. Directors shall be elected for staggered three-year terms. Each director shall hold office until the annual meeting of members and until the director's successor shall have been elected, qualified and seated at the annual members' meeting. The Board of Directors shall be divided into three classes as follows:

- 4.2.1 Class I shall consist of approximately one third of the total number of directors who shall serve terms of office which shall expire at the annual meetings held in the years that are multiples of three;
- 4.2.2 Class II shall consist of approximately one third of the total number of directors who shall serve terms of office which shall expire at the annual meetings held in the years that are multiples of three minus one.
- 4.2.3 Class III shall consist of approximately one third of the total number of directors who shall serve terms of office which shall expire at the annual meetings held in the years that are multiples of three plus one.

**Section 4.3. Regular Meetings**. The regular meeting of the Board of Directors shall be held on such date, as the Board of Directors shall by resolution specify. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or outside of the state of lowa, for the holding of additional regular meetings of the Board without other notice than the resolution.

**Section 4.4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The persons authorized to call special meetings of the Board may fix any place within the State of Iowa, as the place for holding any special meeting of the Board called by them.

**Section 4.5. Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days previously by written notice delivered personally or sent by mail, fax or other electronic means to each director at the director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by fax or other electronic means, it shall be deemed to be delivered when successfully transmitted to the recipient. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of

objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

- **Section 4.6. Place of Meetings**. The Board of Directors may hold its meetings at such place or places within or without the State of Iowa, as the Board may from time to time determine. A director may participate in any meeting by any means of communication, including, but not limited to telephone conference or web call, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.
- **Section 4.7. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. In the event of a tie, the President's vote will serve as a tiebreaker.
- **Section 4.8. Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.
- **Section 4.9. Resignation.** Any director of the corporation may resign at any time by delivering written notice to the President, the Board of Directors, or the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- **Section 4.10. Vacancies.** Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.
- **Section 4.11. Compensation.** Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing contained here shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such services.
- **Section 4.12. Informal Action by Directors**. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors. The director consent may be transmitted electronically in accordance with Article XII (Electronic Transmission) of these bylaws. A director's consent may be withdrawn by a revocation signed by the director and delivered to the corporation prior to the delivery to the corporation of unrevoked written consents signed by all of the directors.
- **Section 4.13. Board Member Attendance.** Board members are expected to attend at least 75% of scheduled Board meetings. Any Board member not meeting this requirement may be removed from office by affirmative act of a simple majority of the Board where a quorum is present.
- **Section 4.14. Removal**. A Board member may be removed from office by an affirmative act of a simple majority of the Board where a quorum is present. Examples of conditions under which a

Board member may be removed include, but are not limited to, breach of confidentiality, failure to disclose a conflict of interest, failure to exercise the duties of a Board member, or failing to attend at least 75% of scheduled Board meetings. The Board member is not eligible to vote in their own dismissal, regardless of the situation in which they are leaving.

**Section 4.15. Voting.** All members of the Board of Directors shall have one (1) vote.

# **ARTICLE V. OFFICERS**

- **Section 5.1. Officers.** The officers of the corporation shall be a president, one or more vice-presidents (the number to be determined by the Board of Directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint the other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person.
- **Section 5.2. Election and Term of Office.** The officers of the corporation shall be elected at the meeting just prior to the annual meeting as determined by the current Board of Directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been elected and shall have qualified.
- **Section 5.3. Removal**. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served by such director's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- **Section 5.4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- **Section 5.5. President.** The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members and of the Board of Directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.
- **Section 5.6. Vice-President**. In the absence of the president or in event of the president's inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as may be assigned by the president or by the Board of Directors.
- **Section 5.7. Treasurer**. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety as the Board of

Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII (Contracts, Checks, Deposits and Gifts) of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to the treasurer by the president or by the Board of Directors.

**Section 5.8. Secretary.** The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the Board of Directors.

#### **ARTICLE VI. COMMITTEES**

**Section 6.1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to authorized distributions; approve or recommend to members dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation's assets; elect, appoint, or remove directors or fill vacancies on the board or any of its committees; or adopt, amend, or repeal the articles or bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

**Section 6.2. Standing Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be voting members of the corporation, and the president of the corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

- **Section 6.3. Term of Office.** Each member of a committee shall continue as a member until the next annual meeting of the members of the corporation and until the member's successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.
- **Section 6.4. Chair.** The IWGA Board of Directors will elect a chair, unless the President of the Board of Directors has selected one.
- **Section 6.5. Vacancies**. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- **Section 6.6. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a

majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

# ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

**Section 7.1. Contracts.** The Board of Directors may authorize any officer or officers, approved staff members, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 7.2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the Board of Directors and outlined in the IWGA Board Operational Policies. In the absence of this determination by the Board of Directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

**Section 7.3. Deposits.** All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the Board of Directors may select and outlined in the IWGA Board Operational Policies.

**Section 7.4. Gifts**. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

# ARTICLE VIII. CERTIFICATES OF MEMBERSHIP

**Section 8.1. Certificates of Membership.** The Corporation shall not issue certificates of membership.

#### ARTICLE IX. BOOKS AND RECORDS

**Section 9.1 Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record identifying the names and addresses of the members entitled to vote as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act.

# **Section 9.2. Members' Right to Information**

92.1 A member of the corporation is entitled to inspect and copy, during regular business hours at the corporation's principal office, any of the following records of the corporation: (i) Articles or restated articles of incorporation and all amendments currently in effect; (ii) bylaws or restated bylaws and all amendments currently in effect; (iii) minutes of all members' meetings and records of all action taken by members without a meeting, for the past three (3) years; (iv) all written communications to members generally within the past three years, including the financial statements furnished for the past three (3) years; (v) a list of the names and business addresses of the corporation's current directors and officers; and (vi) the corporation's most recent biennial report delivered to the lowa Secretary of State. Provided the member shall have given the corporation written notice of the

member's demand at least five (5) business days before the date on which the member wishes to inspect and copy.

- 922 Subject to paragraphs (9.2.5) and (9.2.6) below, if a member makes a demand in good faith and for a proper purpose, the member describes with reasonable particularity the member's purpose and the records the member desires to inspect, and the records requested, are directly connected with the member's stated purpose, then the member shall be entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation provided the member gives the corporation written notice of the member's demand at least ten (10) business days before the date on which the member wishes to inspect and copy any of the following:(i) excerpts from minutes of any meeting of the Board of Directors, records of any actions of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members or the Board of Directors without a meeting to the extent not subject to inspection under paragraph (a) above; (ii) accounting records of the corporation; and (iii) the membership list of the corporation.
- 92.3 Upon written request from a member, the corporation, at its expense, shall furnish to that member the annual financial statements of the corporation, including a balance sheet and income statement and, if the annual financial statements are reported upon by a public accountant, that report must accompany them.
- 92.4 The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production or reproduction of the records.
- 92.5 Without the consent of the Board of Directors, no corporate record may be obtained or used by any person for any purpose unrelated to the member's interest as a member.
- 92.6 The corporation may, within ten (10) days after receiving a demand for the inspection of the membership list, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. A reasonable alternative may include a member-prepared communication mailed by the corporation at the expense of the member.
- **Section 9.3. Director's Access to Records.** A director is entitled to entitled to inspect and copy the books, records, and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation.

# ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

#### **ARTICLE XI. DUES**

The Board of Directors or staff may determine the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class. These may be changed or amended from

time to time by resolution of the Board. Such resolution will lead to amendment of the IWGA Board Operational Policies.

#### ARTICLE XII. ELECTRONIC TRANSMISSION

"Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent. Any communication that may be made in person can be equally accomplished through electronic transmission, unless specifically defined by these bylaws.

#### ARTICLE XIII. LOGO

The IWGA logo is a trademark of IWGA. Use of the IWGA logo is prohibited in any manner, except as approved by the Board of Directors or staff.

# ARTICLE XIV. NON DISCRIMINATION

IWGA shall not discriminate against any person on the basis of race, color, sex, religion, national origin, age, sexual orientation, or any other legally protected status.

#### ARTICLE XV. DISCIPLINARY ACTION

Any member whose actions are deemed to run counter to the best interests of IWGA shall be subject to disciplinary action. Any action taken shall be by a simple majority vote of the Board meeting the quorum requirement. Disciplinary actions that may be taken include removal from the Board or revocation of an individual's membership. The Board will schedule a vote and contact the member to be disciplined to ensure that the member has an opportunity to speak in his or her defense if he or she so chooses.

# **ARTICLE XVI. DISSOLUTION**

Dissolution of IWGA may occur by at least a 2/3 vote of the Board of Directors. In the event of dissolution, all remaining assets, if any, shall be disposed of in accordance with provisions of the Organization's current Amended and Restated Articles of Incorporation.

# ARTICLE XVII. PARLIMENTARY AUTHORITY

The most current edition of Robert's Rules of Order shall govern all meetings and other proceedings in which they are not inconsistent with these Bylaws or any other special rules the Organization may adopt.

# ARTICLE XVIII. CONFLICTS OF INTEREST

All IWGA Board Directors, staff and voting members shall disclose any appearance of or potential or actual conflict between their individual, professional, or business interests and the interests of IWGA. Upon any deemed conflict of interest by a member, notice shall be given to the Board and that

member shall refrain from discussing or voting on any related issue. Other actions shall be taken by the Board as appropriate to manage the conflict.

# ARTICLE XIX. AMENDMENTS TO BYLAWS

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These bylaws may be altered, amended or re majority of the directors present at any regular meeti written notice is given of intention to alter, amend or	ng or at any special meeting, it at least two days
These Second Amended Bylaws Adopted by Resolu accordance with Article VII and all others of the Original Control of the Origin	tion of the Board of Directors at a meeting held ir inal Bylaws of the Organization this 11 <sup>th</sup> day of
March, 2019.	3/11/19
President, IWGA	Date / / /
	3/11/19
Vice President, INGA John F. DARBIER	Date
Hunchun	3/11/19
Secretary/Treasurer, IWGA (Hels ) AR SEA	Date