

**BOARD OF DIRECTORS:**

PETE DOWNS, Kendall Jackson  
Wine Estates, Ltd. (Chairman)

JIM BALLARD, James Arthur  
Vineyards, NE (Vice Chairman)

DOUG CASKEY, Colorado Wine  
Industry Development Board  
(State Associations Council  
Chairman)

**Northeast:**

TOM SHARKO, Alba Vineyard, NJ

**New York:**

TRENT PREZSLER, Bedell Cellars  
JIM TREZISE, N.Y. Wine & Grape  
Foundation

**Southeast:**

JERRY DOUGLAS, The Biltmore  
Company, NC

STEVE GIBSON, Habersham  
Vineyards & Winery, GA

**Rocky Mountain:**

RON BITNER, Bitner Vineyards,  
ID

NAOMI SHEPHERD SMITH, Grande  
River Vineyards, CO

**Washington:**

MARTY CLUBB, L'Ecole No. 41  
Winery

**Oregon:**

HARRY PETERSON-NEDRY,  
Chehalem Vineyards

STEVE THOMSON, King Estate  
Winery

**California:**

PATRICK CAMPBELL, Laurel Glen

JAMES FINKLE, Constellation  
Brands

RICHARD SMITH, Paraiso  
Vineyards

**At-Large:**

JIM ANDERSON, Missouri Grape &  
Wine Program

ROB DEFORD, Boordy Vineyards,  
MD

DOUGLAS MOORHEAD, Presque  
Isle Wine Cellars, PA

EDWARD O'KEEFE, III, Chateau  
Grand Traverse, MI

LEW PARKER, Willowcroft Farm  
Vineyards, VA

CORD SWITZER, Fredericksburg  
Winery, TX

KATHLEEN OLIVER, Oliver  
Winery, IN

**Midwest:**

THOMAS J. HELD, Stone Hill  
Winery, MO

ELDON NYGAARD, Valiant  
Vineyards, SD

**Great Lakes:**

DAVID BRAGANINI, St. Julian  
Wine Company, MI

**BY-LAWS AMENDMENT BALLOT**

November 2009

On November 17, 2009, the WineAmerica Board (the "Board") proposed several changes to the WineAmerica By-Laws (the "By-Laws") that would, among other things, save the organization several thousands of dollars per year in operations costs.

To become effective, a By-Laws proposal must be approved by *one-fifth* of WineAmerica's voting members. We are asking for the support of all of our winery members to make these proposals effective. **Please return this ballot via email (info@wineamerica.org) or fax (202.347.6341) before January 15, 2010.**

**Question 1:**

The duties of the WineAmerica Secretary/Treasurer currently include overseeing "the performance of an annual *audit* by a certified public accountant." The Board has proposed changing this requirement to overseeing "the performance of an annual *review or audit, as the Board determines*, by a certified public accountant."

Do you approve the proposed change to the duties of the WineAmerica Secretary/Treasurer?

Yes \_\_\_\_\_

No \_\_\_\_\_

**Question 2:**

The By-Laws currently do not fully contemplate how the Board operates when neither the Chairman nor Vice Chairman are able to perform the duties of Chairman. The By-Laws provide: "If neither the Chairman nor Vice Chairman is present at a meeting of the Board, *a Chairman Pro-tem shall be elected by the members present and, while presiding, shall have the same powers as the Chairman.*" The Board has proposed revising this provision to read: "If neither the Chairman nor the Vice Chairman is present at a meeting of the Board, *or are unable to perform the duties of Chairman, a majority of the Board or a majority of Director's voting at a duly called meeting of the Board may appoint an Acting Chairman who shall perform the duties and have the powers of the Chairman until the Chairman or Vice Chairman resume the duties of Chairman, or, as appropriate, until the next regularly scheduled election of officers.*"

Do you approve the proposed change clarifying how the Board operates in the absence of the Chairman and Vice Chairman?

Yes \_\_\_\_\_

No \_\_\_\_\_

**Question 3:**

WineAmerica’s Executive Committee acts in the place of the Board between Board meetings. Under the By-Laws, certain officers and directors, including the State Associations Council (“SAC”) Chairman, are required to be members of the Executive Committee. The By-Laws do not contemplate how the Executive Committee operates if these identified officers and directors are no long Board members or are otherwise unavailable to be members of the Executive Committee. The By-Laws provide: “The Chairman, the immediate past Chairman, and the SAC Chairman shall be members of the Executive Committee.” The Board has proposed revising this provision to read: “The Chairman, the immediate past Chairman, and the SAC Chairman shall be members of the Executive Committee *provided they are members of the Board and available to serve.*”

Do you approve the proposed change clarifying how the Executive Committee operates if the identified officers and directors are no longer Board members or are unavailable to serve as members of the Executive Committee?

Yes    \_\_\_\_\_  
No     \_\_\_\_\_

**Date:** \_\_\_\_\_

**Name:** \_\_\_\_\_

**Winery/Association:** \_\_\_\_\_

**Signature:** \_\_\_\_\_