



ALLIED GRAPE GROWERS

May 1, 2013

QUALITY

INTEGRITY

STABILITY

Dear AGG Member:

At Allied Grape Growers' recent district meetings, we informed our members that the AGG Board of Directors had recently amended the Association's By-Laws. A committee of board members, staff and legal counsel reviewed the By-Laws and made their recommendations to the full Board prior to the amendments being adopted. The Board of Directors reviewed and approved the By-Law amendments, as summarized below.

- Section 3.01 (b) – Clarified obligations of membership under circumstance of member death
- Section 3.01 (c) – Clarified documentation needed upon sale of member property to terminate membership
- Section 3.01 (e) – Included vineyard condition as a potential reason for termination with cause
- Section 4.03 – Created allowance for charging a minimum member fee
- Section 6.05 – Added verbiage to clarify and confirm that a “pool” within AGG may consist of only one member
- Section 6.06 - Added an indemnity clause to protect Association from grower-caused damage to winery equipment
- Sections 7.10, 7.11 & 7.13 - Clarified nominating and balloting procedures
- Section 8.02 - Added exclusion of grape brokers or dealers as board members
- Sections 8.05 and 8.07 – Clarified meaning and schedule of “Regular” board meetings, as defined by the By-Laws, as well as identified method by which notices of meetings of the board may be communicated
- Section 12.09 – Clarified liquidated damages provision to cover Association in the event of a breach of contract by member
- Section 12.10 – Clarified and enhanced the verbiage in relation to withdrawal from the Association in the event of an underlying grape purchase agreement for members' grapes
- (Throughout By-Laws) – Amended verbiage to be consistent with how the Association references our assets as “equity” instead of “capital fund”. Also deleted unnecessary sections and corrected typographical and grammatical errors.

A copy of the amended By-Laws are included herein for your records. As an Allied Grape Grower member, you are bound by the terms and conditions of the Association's By-Laws (and any subsequent amendments thereto). Please keep the enclosed copy of the By-Laws on file with your AGG membership information. If you have any questions regarding this informational notice, please contact our office. Thank you.

Sincerely,

Nat DiBuduo
President CEO

Enclosure

Executive Office
7030 N. Fruit Ave.
Suite 115
Fresno, CA 93711
Tel: 559-276-7021
Fax: 559-276-7129

North Coast Office
347 Healdsburg Ave.
Suite J
Healdsburg, CA 95448
Tel: 707-433-6525
Fax: 707-433-1354