

ARTICLE 2 – MEMBERSHIP

Classes of Membership

Current Bylaws Language

2.01 The Corporation will have two classes of members – voting and non-voting. Commercial winemakers in the state of Texas, commercial grape growers in the state of Texas, educators at institutions of higher learning and vendors to the commercial wine and grape industry residing in the state of Texas are eligible for voting memberships of the Corporation. All other interested parties will be non-voting members of the Corporation. Each time the board adjusts the classes of membership, a board directive will be placed in the corporate record separate from the minutes of the meeting and immediately behind the most recent board directive. Board directives shall be kept immediately behind the bylaws section of the corporate record.

Proposed Change Approved by the Board for Consideration by the Membership – Changes in Blue

2.01 The Corporation will have two classes of members – voting and non-voting. [Commercial wineries and commercial vineyards in the state of Texas are eligible for voting memberships in the corporation.](#) All other interested parties will be non-voting members of the Corporation.

All other interested parties will be non-voting members of the Corporation. Each time the board adjusts the classes of membership, a board directive will be placed in the corporate record separate from the minutes of the meeting and immediately behind the most recent board directive. Board directives shall be kept immediately behind the bylaws section of the corporate record.

Admitting Members and Renewing Membership

Current Bylaws Language

2.02 Business entities and persons may be admitted to membership in the Corporation by the Board. The Board may adopt and amend application procedures and qualifications for membership in the Corporation. An affirmative vote of the majority of the Directors present and voting is required for admitting any applicant who meets the membership qualifications then in effect. A member may renew membership by paying all required fees and dues.

Proposed Change Approved by the Board for Consideration by the Membership – Changes in Blue

2.02 Business entities and persons may be admitted to membership in the Corporation [by the Board or Executive Director](#). The Board may adopt and amend application procedures and qualifications for membership in the Corporation. A member may renew membership by paying all required fees and dues.

ARTICLE 2 – MEMBERSHIP

Membership Fees and Dues

Current Bylaws Language

2.03 The Board may set and change the amount of the annual dues payable to the Corporation by voting members. The executive committee may set and change the amount of the annual dues payable to the Corporation by non-voting members. Each time the board adjusts the membership dues and fees, a board directive will be placed in the corporate record separate from the minutes of the meeting and immediately behind the most recent board directive. Board directives shall be kept immediately behind the bylaws section of the corporate record.

Proposed Change Approved by the Board for Consideration by the Membership – Changes in Blue

2.03 The Board may set and change the amount of the annual dues payable to the Corporation by voting members and non-voting members. Each time the board adjusts the membership dues and fees, a board directive will be placed in the corporate record separate from the minutes of the meeting and immediately behind the most recent board directive. Board directives shall be kept immediately behind the bylaws section of the corporate record.

ARTICLE 4 – BOARD OF DIRECTORS

Number, Qualifications and Tenure of Directors

Current Bylaws Language

4.02 The number of Directors will be 18. Directors must be voting members of the Corporation. Each director will serve for a term of two years. The directors' terms will be staggered so that the terms of directors from even-numbered regions will be elected in even-numbered years; the terms of the directors from odd-numbered regions will be elected in odd-numbered years.

Proposed Change Approved by the Board for Consideration by the Membership – Changes in Blue

4.02 The number of Directors will be 18. Ten directors (10) will be elected from the five TWGGA regions with each region electing a vineyard representative and a winery representative to the board. Three at-large directors (3) in addition to five officers (5) will be elected from either vineyards or wineries in Regions 1-5. Directors must be voting members of the Corporation. Each director will serve for a term of two years. The directors' terms will be staggered so that the terms of directors from even-numbered regions will be elected in even-numbered years; the terms of the directors from odd-numbered regions will be elected in odd-numbered years.

- A. Nepotism Law. No board member or officer of the Corporation shall be related to another board member or officer to the First degree or Second degree of nepotism. First degree of nepotism means parent or child or husband or wife. An adoptive child is a child of the adoptive parent for this purpose. Second degree of nepotism means brother, sister, grandparent, or grandchild.
- B. Also, no person may be employed by the Corporation that is related to a board member or officer of the Corporation to the First and Second degree of nepotism unless the person was employed before the election of the board member or officer.
- C. Only one individual (employee, consultant, owner, etc) associated with a vineyard, winery or other entity with common ownership may serve on the board at any time.

Proposed Change Approved by the Board for Consideration by the Membership – Changes in Blue

Article 15 – Executive Director

15.01. Executive Director for the Corporation will be proposed by the executive committee. The executive committee will set guidelines for the Executive Director. The Executive Director must be approved by a two-thirds majority vote of the board of directors and may be removed only by two-thirds majority vote of the board of directors.