Ratified by Membership Vote 07/16/2025

Tennessee Farm Winegrowers Alliance
By-Laws

ARTICLE I - NAME/ OFFICES/LIMITATION OF METHODS

Section 1.1 This organization is incorporated under the laws of the State of Tennessee as a Tennessee Non-Profit Corporation and shall be known as the Tennessee Farm Winegrowers Alliance, Inc. (herein referred to as the "TFWA"). The TFWA has also been granted Tax Exempt status under section 501(c)(6) of the Internal Revenue Code.

Section 1.2 The principal office of the TFWA shall be in the Town of Pigeon Forge, County of Sevier, State of Tennessee. The TFWA may also have offices at such other places within this State as the Board of Directors may from time to time determine or the business of the organization may require.

Section 1.3 The TFWA shall observe all local, state and federal laws, including those which relate to Tennessee non-profit organizations as defined in Tennessee Code Annotated, Title 48, Chapters 51-68 and Federal Tax Exempt organizations as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II – MISSION AND PURPOSES

Section 2.1. The mission and purposes for which this Alliance has been organized are as follows:

1) to promote and protect the common interest of its members in the business of production of specialty and other crops used in the commercial wine industry and production and sale of wines and wine products produced from these crops.

2) to engage in activities on issues relevant to the common business interests of the members to include but not limited to;

a) legislation that will encourage growth and development of a viable commercial wine industry in Tennessee.

b) quality improvement initiatives of Tennessee specialty and other crops used in the commercial wine industry.

c) marketing, educational and awareness initiatives promoting the Tennessee commercial wine industry.

d) research initiatives in all aspects of the Tennessee commercial wine industry.

3) to encourage unity within the industry; and

4) to coordinate member services including governmental relations, industry communication and professional development.

ARTICLE III – MEMBERSHIPAND & DUES

Section 3.1. For purposes of dues, membership shall be defined per member entity class definitions as specified below. Dues are levied on a calendar year basis with payment due by January 1 of each year and late after January 31.

Participation in TFWA functions is a privilege for dues paying members. If a member has participated in TFWA functions and fails to pay dues for that calendar year by January 1 they will be liable for a $300 assessment for each event they participated in up until that point. Description of each dues entity class is as follows:

1) Entity Class A (Commercial Growers) Cost: $100
2) Entity Class B and Tiers (Commercial Wine Producers)

Tier	Annual Gallons Production	Annual Dues
Bronze	0 – 1,500	**$250**
Silver	1,501 – 7,500	**$750**
Gold	7,501 +	**$1,750**

Rebate Opportunities (apply to all tiers)

- **Festival Participation:** 10% rebate per festival (up to 30% max/year)
- **Winemaker's Dinner/Annual Reception (WMD):** 10% rebate for participating in at least one:
  - Purchase full-price ticket
  - Join WMD Committee
  - Provide XX bottles of wine
  - Donate auction item(s) valued at $YY+
- **Leadership Roles:**
  - **Board Members:** 20% rebate
  - **Committee Members:** 20% rebate
    - Active participation in all quarterly calls required
    - Must contribute updates to:
      - Farm & Ferment / Annual Meeting (Winter)
      - Board Call (Spring)
      - Regional Socials (Summer)
      - Board Call (Fall)
    - Committee size capped at 5 for voting integrity

The dues structure, terms, and rates for Voting Membership must be ratified by a majority vote of the existing membership at the annual TFWA member meeting or a specially called meeting of the membership. However, the Board of Directors may adjust the dues structure without a membership vote if the changes result in a reduction of dues for any or all membership tiers.

Section 3.2. For purposes of voting, membership shall be defined per member entity class definitions as specified below. Each Class A and Class B member entity shall be entitled to one vote. Class C and Class D member entities will retain no voting rights. Each voting member entity will designate the person who will cast the votes. Additional persons involved in a member entity may actively participate in the TFWA, enjoying all privileges of membership except voting. A Proxy Vote may be cast by another person involved in the member entity, providing the designated person has submitted in writing to the President or Secretary of the Board identifying Proxy.

Description of each voting entity class is as follows:

1) Entity Class A (Voting) - Active commercial growers (growing fruit, grapes or other agricultural products in Tennessee suitable for winemaking) having plantings of at least three acres or producing at least 10 or more tons.

2) Entity Class B (Voting) - Active commercial wine producers holding a commercial winery or farm winery license in Tennessee from the Department of Treasury Tax and Trade Bureau (TTB) or a farm winery license from the Tennessee Alcoholic Beverage Commission (TABC).

3) Entity Class C (Non-voting) - Professionals, Associations, Organizations, Chambers of Commerce, and Institutions who have a mission that supports the continued development of the commercial wine, grape and fruit industry in Tennessee.

4) Entity Class D (Non-voting) - Individuals, Students and Hobbyists whom share a love of the development of the commercial wine, grape and fruit industry in Tennessee.

Section 3.3. Membership is open to any individual or entity engaged in the growing or processing of fruit, grapes or other agricultural products suitable for winemaking or having an interest in the continued development of the commercial grape, wine and fruit industry in Tennessee. Application for membership shall be in writing filed with the Secretary or any person designated by the Board of Directors and shall be accompanied by payment of such dues as are set by the Board of Directors (see Section 3.2 for dues structure). The application, when accepted, shall constitute agreement on the part of the applicant to be bound by the Bylaws hereafter in affect. Such application shall be submitted to the Board of Directors for approval or rejection. Notice of such rejection or acceptance shall be given promptly, in writing, to the applicant. A 'member in good standing' shall be defined as a member whose dues and other assessments are current (6 months or with arrangements with the Executive Director).

1) All members are encouraged to be active members of the TFWA (participating in sponsored events, serving on committees, providing social media links and website references, etc.) and support the common interest and development of the Tennessee commercial wine industry.

2) An application for new membership may be accepted at any time over the course of the calendar year. (A pro-rated dues rate will be applied in 6 month increments should a new member wish to make application in the second half of the year.)

3) Rights of Members

a) Each member in good standing shall have the right to submit a name for consideration to be elected to the Board of Directors, provided nominees are members in good standing and meet the requirements for that open position.

b) Each member shall have the right to serve on a committee, provided they are in good standing and take an active role within that committee.

c) Class A & B Members (see below for Member Class definitions)

i. Voting rights in TFWA business. (1Vote per member)

ii. Benefits from Industry Legislative Agenda.

iii. Able to attend all Business Meetings and all Enrichment Programs.

iv. Access to TN Wine industry statistics.

v. Able to sell at TFWA Wine Festivals and Events.

vi. Inclusion in TFWA marketing and promotion. (Reserved for Class B Members)

vii. Listing on TennesseeWines.com including photos, bio, wine listing, tasting room information, and buy now button.

viii. Ability to post on TFWA Digital Marketplace for the sale of good and services.

d) Class C & D Members are Non-Voting members whose benefits and rights will be outlined in an addendum created by the TFWA board and subject to change without the need for membership vote.

Section 3.4. Termination of Membership:

1) Any member may resign by filing a written resignation.

2) The Board of Directors, by majority vote of those present at any regular, special or board meeting, may terminate the membership of any member who becomes ineligible for membership by failing to timely pay the required annual dues or any assessments fixed by the Board of Directors.

3) The Board of Directors, by unanimous vote of members of the entire Board, may expel a member for cause after notice of the proposed action to the member and after the member has had an opportunity to be heard at an appropriate hearing if so desired.

4) Membership may also be terminated by a majority vote of the TFWA membership for reasons cited in Article VII. This must be executed in writing.

5) Reinstatement of membership shall be allowed if:

a. Delinquent and current dues are paid.

b. A majority vote by the membership to reinstate a member who was removed for cited reasons from Article VII.

Section 3.5. Membership Meetings:

1) Annual Meeting:

a) The annual meeting of the membership shall be held by no later than the end of the First Quarter of the Calendar year, where a written report will be presented by the President on activities for the previous year, new officers elected, pertinent information disseminated and any other matters deemed appropriate presented. The secretary shall cause to be sent, via regular mail, email, digital posting or facsimile, to every member in good standing as it appears on the membership roll book a notice stating the time and place of the annual meeting. Said notice shall be sent by the secretary no later than the 15th of the preceding month. The agenda for the meeting shall be emailed to all members in good standing no less than five (5) days before the annual meeting. No business other than business specified in the agenda may be transacted at such meeting without the consent of a majority of members entitled to notice thereof. Any action/vote

taken on a matter that was not included in the agenda is not effective unless there is the majority consent of all members entitled to notice of the agenda, regardless of whether that member was present at the meeting.

b) Each member, if other than an individual, shall appoint a representative, who shall exercise all of the rights, powers and privileges of that member at the annual meeting of the membership and at any special meeting of the membership.

d) List of Members Entitled to Vote: A membership roll showing the list of members, certified by the secretary, shall be produced at any meeting of members upon the request therefor of any member who has given written notice that such request will be made at least ten (10) days prior to such meeting. All persons appearing on such membership roll at least thirty (30) days before the date of such meeting shall be entitled to vote at the meeting.

e) Voting: In any case in which a member is entitled to vote, such member shall have no more than one vote. Any action to be taken by vote of the members shall, except as otherwise required by law and set forth herein, be authorized by a majority of the votes cast by the members at a duly constituted meeting, for the transaction of business. Notwithstanding the foregoing, a majority vote of the members is required to act on any legislative matter put forth from the TFWA.

2) Special Meetings:

a) Special meetings of the membership may be called by the president or by a majority of the Board of Directors. The secretary shall cause a notice of such meeting to be sent, via regular mail, email or facsimile, to all members at their addresses as they appear in the membership roll book at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. Notice of the meeting need not be given to any member who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

b) No other business but that business specified in the notice may be transacted at such special meeting without the majority consent of all members entitled to notice thereof.

3) Proxies:

c) A member may designate, verbally or in writing, any managing principal or employee to vote on its behalf at any meeting of the membership, or at any meeting of the Board of Directors if that member's director is absent from the meeting. The verbal or written designation must be given to the President, the Vice-President or the Executive Director of the Corporation, must identify the person or persons(s) entitled to vote on behalf of the member, and state the expiration date of the designation.

4) The order of business at all meetings of members shall be as follows:

a) Roll Call;

b) Review and approval of the minutes of the preceding meeting;

c) Presidents Report to include progress on accomplishing goals outlined in the strategic plan and update on the legislative agenda;

d) Treasurers Report;

e) Reports of Committees;

f) Old Business;

g) New Business;

h) Adjournment.

5) Any one or more members may participate in a meeting of the membership by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

6) Whenever, under the Not-For- Profit Corporation Law, members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the members entitled to vote thereon. However, this section shall not be construed to alter or modify any provision of the certificate of incorporation under which the written consent of less than all of the members is sufficient for corporate action.

ARTICLE IV – DIRECTORS, DUTIES AND POWERS

Section 4.1. Board of Directors: The Board shall be composed of six (6) members, to be elected by the membership. All members of the Board shall be a TFWA member in good standing for no less than one (1) year prior to being elected. The make-up of the Board will be as follows:

1) President: TFWA member in good standing.

2) Vice President/Secretary: TFWA member in good standing.

3) Treasurer: TFWA member in good standing.

4) East TN at Large: TFWA member in good standing and Commercial Grower or Winery/Farm Winery in the East region.

5) Middle TN at Large: TFWA member in good standing and Commercial Grower or Winery/Farm Winery in the Middle region.

6) West TN at Large: TFWA member in good standing and Commercial Grower or Winery/Farm Winery in the West region.

Section 4.2. Ex-Officio: The outgoing President or Vice President shall be an ex-officio non-voting member of the board for a period of at least one year but no more than two after having served their term.

Section 4.3. Term of Office: Each board member shall hold office for three years. No board member shall serve more than two consecutive terms on the board, in any combination of positions. Terms of office will be staggered with no more than 3 members coming off in a single session.

Section 4.4. Nominations & Election:

1) A nominating committee shall be appointed by the President to present nominations at the annual meeting.

2) Nominations may also be entertained from the floor at the annual meeting, presented by the membership.

3) Candidates shall be members in good standing of the TFWA for no less than one year prior to nomination.

4) Directors will be elected by majority vote of TFWA members at the annual meeting of the membership.

Section 4.5. Duties of the Board of Directors:

1) President: The President shall preside at all meetings of the TFWA Membership and Board, and see that all orders, actions and resolutions of the Board and Membership be carried into effect. The President shall perform such duties and have such authority and powers as the Board may from time to time prescribe not limited to but including, calling all meetings, whether annual or special, appoint standing or special committees, guiding contract representatives and in general, supervise the affairs of the TFWA. Standing committees may include legislative, membership, education etc..

2) Vice-President/Secretary: During absence or incapacity of the President, the Vice-President shall perform all duties of the President. Take accurate minutes of all meetings, provide those minutes for membership to review within 5 days' post meeting. Take charge of scheduling meetings and notifying membership when directed by the Board, including video conferencing channels. Keep a list of active members and a list of designated voters and document the official tally when a vote is called.

3) Treasurer: The Treasurer shall receive and oversee disbursement all funds of the TFWA, keep an accurate account thereof, and make a report at the annual and quarterly meetings. He or she shall have charge and custody of and be responsible for all funds and securities of the TFWA; receive and give receipts for monies due and payable to the monies in the name of the TFWA in such banks, trust companies, or other depositories as shall be selected; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the board. He or she will also be responsible for maintaining an active membership roster for the TFWA, containing the names of the principal representative, organization name, mailing address, physical location, phone number, e-mail address, confirmation on payment of dues or outstanding balance and when applicable productions yield in gallons, tons or acres.

5) Producers at Large: Will serve as the representing voice of their region during Board Meetings. They shall work and aid in growing and supporting a strong active membership in their respective territories. They will reach out to newly opened growers and wineries to let them know about the TFWA, its mission and how we can help them grow their business.

Section 4.6 Powers and Responsibilities of the Board of Directors

1) To develop a strategic plan with defined objectives and milestones to accomplish the purpose of the TFWA. The strategic plan will include a proposed plan-of-work and a multiyear legislative agenda. Progress on execution of the strategic plan will be presented to the members at the annual meeting.

2) To appoint or employ such persons as the Board of Directors may deem necessary for the successful growth of the TFWA and accomplishment of its purpose.

3) To make contracts and other agreements as may be proper to accomplish the purpose of the TFWA.

4) To administer, receive and monitor the collection of funds from, membership, events, grants and other forms of revenue.

5) To coordinate the development of the overall Tennessee Commercial wine, grape and fruit industry, with the Tennessee Department of Agriculture and other existing industry organizations.

6) The Board of Directors shall have supervision and management of the affairs and property of the TFWA. The Board may authorize any expenditure not exceeding the treasury at the time, and may fill any vacancy in any office for the unexpired term thereof.

7) The Board of Directors shall recommend to the general membership, minimum annual dues for each membership entity, including non-voting associate members.

Section 4.7. Executive Director.

*The position of Executive Director is **not mandatory** and may be created or filled **at the discretion of the TFWA Board of Directors**. If appointed, the Executive Director shall serve as a contract position and report to the Board, assisting in carrying out the mission and purpose of the TFWA. Duties and responsibilities of the Executive Director are outlined in Appendix 1.*

Section 4.8. Sanctioned Awards. The TFWA has established a number of sanctioned awards listed at Appendix 2 and the Board of Directors working with the Executive Director will execute the awards program on behalf of the members.

Section 4.9. Expenses & Finance.

1) The TFWA shall not pay any compensation to directors for services rendered to the TFWA, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the TFWA.

2) The Board will assist and develop annually a budget for the next fiscal year to be approved at the Annual Meeting.

Section 4.8. Resignation/Removal/Vacancies:

1) An officer may resign by delivering written notice to the President. In the case of the President stepping down, written notice may be given to the Vice President.

2) Any officer elected may be removed by the Board with cause by majority vote of the Board.

3) A vacancy in any office for any reason will be filled by the Board by majority vote; or by a Special Meeting of the membership if so called.

Section 4.9. Meetings of the Board:

1) The annual meeting of the Board of Directors shall be held immediately after their election at the place of the annual meeting of the members. Regular meetings shall be held as determined by the Board, which shall be not less than four (4) times a year. Special meetings of the Board may be called by the President of the Board or by the Secretary/Treasurer at the written request of any three (3) members of the Board of Directors. Notice of all regular Board meetings shall be mailed or e-mailed to the entire membership at least fifteen (15) days prior to the date of such meeting. The responsibility for such notification shall fall to the Secretary/Treasurer of the Board or his/her designee.

2) 51% of the members of the Board of Directors shall constitute a quorum. The Act of the majority of the Directors present at a meeting or via electronic medium at which a quorum is present shall be the Act of the Board of Directors.

3) In any case where a Director fails to attend three (3) consecutive regular meetings of the Board of Directors without acceptable explanation, the Board will declare the office of such Director vacant and may appoint a new Director for the unexpired term.

4) The board may hold its meetings at the office of the TFWA or at such other places, either within or without the state, as it may from time to time determine.

5) At all meetings of the board, the president, or in his absence the vice-president, shall preside. In the event neither the president nor vice-president is present, the board may choose a chairman to preside for that meeting.

Section 4.10. Consent to Action without Meeting of the Board of Directors. The Directors and Staff listed on the consent at Appendix 3 are appointed and conformed as signing officers for the Corporation until replaced and they are authorized to manage bank, credit and lease accounts that have been established for the benefit of the Corporation, sign and endorse checks, drafts, and other orders of payment for those accounts, submit and manage grants, procurement contracts, and are authorized to sign bills of lading, and other documents, as needed and reasonable, for the normal conduct of business of the Corporation.

Section 4.11. Committees of the Board: The board, by resolution adopted by the majority of the entire board, may designate from among its members or members of the TFWA, committees, each consisting of three or more members. Each such committee shall be elected annually and shall serve at the pleasure of the board. The committees have only the powers specifically delegated to them by the Board of Directors. Each committee shall take and maintain minutes of any meeting and such minutes shall be made available to the Board of Directors for review. Unless specifically given the authority to act on behalf of the Board of Directors, the committees shall only have the power to make recommendations to the Board of Directors.

Section 4.12. Conflicts of Interest Policy:

1) In connection with all actions taken by the Board of Directors with respect to any contract or transaction between the TFWA and one or more of its directors or officers, or between the TFWA and any other corporation, firm, association or other entity in which one or more of the directors or officers of the TFWA are directors or officers or have a significant financial interest, affiliation or other significant relationship, each such interested director or officer of the Association shall:

a) Disclose to the Board of Directors the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorships, offices or significant financial interest, affiliation or other significant relationship, which disclosure shall be duly recorded in the minutes or resolutions relating to such actions; and

b) Absent him or herself from deliberations on the contract or transaction by the Board; and

c) Abstain from voting on any such contract or transaction.

2) Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors that authorizes such contract or transaction.

3) In making a determination regarding such a contract or transaction, the Board of Directors shall determine whether the proposed transaction is in the best interests of the TFWA and whether the terms thereof are fair and reasonable to the TFWA.

4) If there is no disclosure or vote as provided in Section 13 (A) and (B) above, the TFWA may void the contract or transaction unless the party or parties thereto establish affirmatively that the contract or transaction was fair and reasonable to the TFWA at the time it was authorized by the board, committee or the members.

Section 4.13. Meeting by conference telephone. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.14. Action without a meeting. Any action required or permitted to be taken by the Board of Directors, President or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee consent in writing to the adoption of a resolution authorizing the action. Said writing may be in the form of an e-mail or facsimile. The resolution and written consents thereto by the members of the Board of Directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

ARTICLE V – AMENDMENTS

The by-laws may be adopted, amended or repealed by the members at the annual meeting of the membership. By-laws may also be adopted, amended or repealed by the Board of Directors but any by-law adopted, amended or repealed by the Board may be amended by the members entitled to vote thereon as hereinabove provided. Notice of any such amendment of the by-laws shall be given to the members along with the notice of annual meeting of the members. If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE VI - CONFLICT RESOLUTION

Section 14.1. Discovery: In the event of significant and on-going conflict between any member of the TFWA and a Federal or State regulatory agency or any other conflict deemed serious, it is the obligation of that member to notify immediately the Alliance via the President. The member will provide complete details of the dispute.

Section 14.2. Resolution: The President will immediately notify the membership and appoint a Conflict Task Force. The Conflict Task Force will consist of three members, to be appointed when the need arises so as to best pick the persons to work on each particular situation. The Conflict Task Force will work on only the one situation that he/she is appointed for. The Conflict Task Force will work with the member to assist in finding a resolution to the conflict.

Section 14.3. Recourse: In the event the Alliance is unable to assist the member in a reasonable resolution to the conflict, then the member is free to seek their own course in this matter. In no way is the member in conflict to bring other members in verbal or written language into the conflict. This would be cause for sanctions against said member.

ARTICLE VII – SANCTIONS

Section 15.1. Notification: Any alleged act by a member of the Alliance that is believed to be contrary to the best interests of the Alliance must be presented to the President in writing. This should be done as soon as the alleged act is identified.

Section 15.5. Discovery: Immediately on notification, the President will notify the Conflict Task Force whose task it is to gather all the facts in the matter and make a recommendation to the membership. This could include, but is not limited to:

a. Take no action.
b. Impose a fine.
c. Request a letter of apology.
d. Issue a letter from the Alliance, distancing it from the alleged act.
e. Dismissal of the member from the Alliance.

Section 15.5. Action: A vote of two-thirds of the members present at the meeting is required to initiate any action.

ARTICLE VIII – CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE IX – DISSOLUTION

In the event of dissolution, the assets and property of the Association remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors and approved by a court of competent jurisdiction to an organization qualified under Internal Revenue Code Section 501(c) as it may be amended and/or replaced from time to time. In no event shall any such assets or property of the Association be distributed to any officer, director or member of the Association upon dissolution.

ARTICLE X- INDEMNIFICATION OF DIRECTORS AND OFFICERS

If a director or officer of the Association is made, or threatened to be made, a party to any civil or criminal action or proceeding in any matter arising from the performance by such director or officer of his or her duties for or on behalf of the Association, then, to the full extent permitted by law, the Association, upon affirmative vote of the Board of Directors, a quorum of the directors being present at the time of the vote who are not parties to the action or proceeding, shall, in accordance with the requirements of Section 48-58-503 of the Tennessee Nonprofit Corporation Act.

1) Advance to such director or officer all sums found by the board, so voting, to be necessary and appropriate to enable the director or officer to conduct his or her defense, or appeal, in the action or proceeding; and

2) Indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application or credit for any sums advanced to the director or officer pursuant to clause (1) of the paragraph.

ARTICLE XI - ROBERT'S RULES OF ORDER

The latest edition of the "Robert's Rules of Order", as amended, shall be the authority on questions of parliamentary law and procedure at all meetings.

Appendix 1

Executive Director - Tennessee Farm Winegrowers Alliance

The Executive Director will develop and maintain necessary infrastructure to:

- Increase funding for TFWA through membership growth, membership retention, wine festival revenue, new legislation, grant opportunities, and other opportunities as they arise.
- Expand Tennessee fruit and wine industry visibility through marketing and promotions.
- Assist in growing the number of vineyards and wineries in Tennessee.
- Coordinate with the TFWA, TNABC, TDA, TN Department of Tourism and our lobbying firm to ensure seamless and efficient activities.
- Improve the expertise of fruit growers and wineries in Tennessee.

The Executive Director will establish and maintain processes, procedures, and infrastructure to facilitate the following:

- Recruiting new members to TFWA.
- Wine Festival Coordination.
- Grant writing.
- Develop and present an annual operating Budget for approval by the Board of the Directors, no later than the annual conference.
- Manage Social Media accounts.
- Present a quarterly update on activities to the Board of Directors.
- Collaborate with the lobbying team and legislative committee to further TFWA's legislative pursuits.
- Attend all TFWA meetings including the annual members meeting, board and committee meetings and any special meetings.

- Oversee and Direct TFWA committees as needed.
- Develop new ways to generate revenue for TFWA.
- Create an annual plan and rolling multi-year strategic plan with corresponding budgets and resource allocations that is developed in collaboration with the TFWA Board of Directors.
- Oversee the day-to-day operations and administration of TFWA programs and activities.
- Develop, in collaboration with TFWA Board of Directors, annual marketing plans and key messages to raise the profile and enhance the brand of Tennessee Wines.
- Represent the TFWA as the official spokesperson to regulatory agencies, community organizations and other groups/associations.
- When necessary and at the direction of the Board, hire, train and manage staff for the purpose of completing the mission of the TFWA.
- When necessary, act as a breaking tie voting officer of the Board.
- Develop support and maintain cohesiveness of the Board and TFWA members.
- Design, organize and execute training programs using industry experts specific to:
    - Wine Making
    - Farming for Wine Purposes
    - Tasting Room Management
    - Event Planning
    - Sales and Marketing
    - Regulations
    - Other training as requested by TFWA's Board of Directors.
- Other duties as requested by TFWA's board of directors.

Appendix 2

TFWA Sanctioned Awards

The **William O Beach Award*** is given to the top wine made in Tennessee using 100% Tennessee sourced fruit.

The **Tennessee Governor's Cup Trophy*** recognizes the best Tennessee Appellation Wines from East, Middle and West Tennessee. Only Tennessee Appellation Wines, those wines made from at least 75% Tennessee fruit, are eligible for this recognition.

The **Tennessee Three-Star Medals*** recognizes the top Tennessee Appellation Wine in each of the three Grand Divisions of the State; West, Middle and East. Only Tennessee Appellation Wines, those wines made from at least 75% Tennessee fruit, are eligible for this recognition.

The **Tom Brown Decanter Award**: Not a yearly award - only given when the Board of Directors feels it is deserved. The award can be given to any individual whose efforts in supporting/growing the Tennessee wine industry are substantial and far reaching. Awardees are selected by the Board of Directors.

*These awards are presented at the annual TFWA meeting of the member's winemaker's dinner.

Appendix 3

Consent to Action Without Meeting of the Board of Directors

Written consent to action without meeting of the Board of Directors of the TFWA.

BACKGROUND:

A. The Corporation is a Not-For-Profit corporation organized and operated under the laws of the State of Tennessee.

B. The directors have determined that it is in the best interest of the Corporation to set the signing officers of the Corporation for its various accounts.

C. The directors consider that it is in the best business interests of the Corporation to enter into certain contracts.

IT IS RESOLVED THAT:

1. The following Directors and Staff are appointed and conformed as signing officers for the Corporation until replaced and is authorized to manage bank, credit and lease accounts that have been established for the benefit of the Corporation, sign and endorse checks, drafts, and other orders of payment for those accounts, submit and manage grants, procurement contracts, and is authorized to sign bills of lading, and other documents, as needed and reasonable, for the normal conduct of business of the Corporation.

President, Vice President/Secretary, Treasurer, and the Executive Director

2. The signing officers are authorized to enter into contract(s) and/or agreements on behalf of the TFWA.

3. The signing officers are additionally authorized to publish procurement notices and accept contract bids on behalf of the Corporation.

4. The signing officers of the Corporation are authorized to sign all documents and perform any such acts as may be necessary or desirable to give effect to the above resolutions.

5. This resolution may be executed by counterparts; facsimile or scanned signatures are binding and are considered to be original signatures.