BYLAWS
Of
HIGH DESERT WINE CLUB

A Non-Profit Corporation

ARTICLE I

Organization and Purpose

1.1 Name.

The name of the organization is High Desert Wine Club (the "Club").

1.2 Purpose.

1.2.1 The purpose of the Club is to encourage the fellowship and enjoyment of wine among its members and to provide education into the wide world of wine and such other activities that are consistent with the purpose and activities of a non-profit 501(c)(7) corporation.

1.2.2 The Club shall perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Club's Council, to carry out any of the purposes of the Club, as set forth in these Bylaws, including the exercise of all powers and authorities enjoyed by corporations generally in accordance with the provisions of the Arizona Corporations Code, subject to the limitations of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended.

1.2.3 The Club is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Club and no part of its net earnings shall inure to the benefit of any private individual. The Club shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other Club activity except in furtherance of the purposes stated above for which the Club is organized. The Club shall never engage in propaganda, attempt to influence legislation, or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purpose.

1.3 Tax Exemption Status.

The affairs of the Club shall at all times be conducted in such a manner as will assure the Club's status as an organization qualifying for exemption from taxation under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended.

ARTICLE II

Members

2.1. Membership shall be available to any member of the Desert Highlands Homeowners Association. A member is a single individual while a member family consists of two or more dues paying members from the same family. Only members in good standing shall be entitled to vote and participate in Club meetings. A member is in good standing after having paid the annual dues.

ARTICLE III

Club Council

3.1. Powers of Council

3.1.1 Subject to the provisions and limitations of applicable Arizona Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws of the Club, the Club Council (the "Council") shall manage the activities and affairs of the Club, including, but not limited to, (i) to approve the official depository for the Club's funds and designation of persons to sign checks and withdraw funds, (ii) to prepare a budget for the year, and (iii) to authorize expenditures in excess of $500.00.

3.1.2 The following items require the unanimous vote of the Council:

(i) Termination of a membership for good reason;

(ii) Amending the Club's Articles of Incorporation or By-laws;

(iii) Disbursement for operating expenses or special events;

(iv) Increasing or decreasing the annual dues; and

(v) Dissolving the Club.

3.2. Number of Council Members.

The number of members constituting the entire Council shall be the number, not less than one (1) nor more than six (6) fixed from time to time as determined by a majority of the Council members. Until otherwise fixed by the Council, the number of Council members constituting the entire Council shall be four (4).

3.3. Appointment and Term of Council Members.

Council members shall be appointed by the President to hold office for a term of five (5) years and until their successors have been appointed or until their death, resignation or removal in the manner hereinafter provided.

3.4. Quorum and Action by the Council.

3.4.1 A majority of the entire Council members shall constitute a quorum for the transaction of business, and, except where otherwise provided herein, the vote of a majority of the Council members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of the Council.

3.4.2 Any action required or permitted to be taken by the Council may be taken without a meeting if all members of the Council consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Council shall be filed with the minutes of the proceedings of the Council.

3.5. Meetings of the Council.

3.5.1 Annual Meeting. At the sole discretion of the Council an annual meeting of the Club may be held in each year during the month of October.

3.5.2 Regular Meetings. Regular meetings of the Council shall be held at such times as may be fixed by the President.

3.5.3 Special Meetings. Special meetings of the Council may be held at any time upon the call of the President or any two Council members.

Meetings of the Council shall be held at such places as may be fixed by the President for annual and regular meetings and in the notice of meeting for special meetings. If no place is so fixed, meetings of the Council shall be held at the principal office of the Club. Any one or more members of the Council may participate in meetings by means of a conference telephone or similar communications equipment.

No notice need be given of annual or regular meetings of the Council. Notice of each special meeting of the Council shall be given to each Council member either by mail not later than noon, Arizona time, on the third day prior to the meeting or by email, text messaging or orally not later than noon Arizona time, on the day prior to the meeting. Notices are deemed to have been properly given if: by mail, when deposited in the United States mail; by email, as noted in the headers of the message, or by text messaging at the time of delivery. Notices by mail, email, text messaging shall be sent to each Council member at the address designated by him or her for that purpose, or, if none has been so designated, at his last known address.

A majority of the Council members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

3.6. Resignations.

Any Council member may resign at any time by giving written notice to the President or to the Secretary of the Club. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

3.7. Removal of Council Members.

Any one or more of the Council members may be removed for cause by action of the Council. Any or all the Council members may be removed with or without cause by vote of the Club members.

3.8 Newly Created Council Members and Vacancies.

Newly created Council memberships resulting from an increase in the number of Council members and vacancies occurring in the Council of for any reason are filled by appointment by the President. A Council member appointed to fill a vacancy shall be appointed to hold office for the unexpired term of his/her predecessor.

3.9. Compensation of Council Members.

Council members shall serve without compensation, but may receive such reimbursement of expenses as the Council may establish by resolution to be just and reasonable as to the Club at the time that the resolution is adopted.

ARTICLE IV

Officers

4.1. Appointment of Officers.

The Council shall elect a President, and the President shall appoint a Vice President, a Secretary, and a Treasurer. The same person may hold any two or more offices.

4.2. Other Officers.

The Council may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Council.

4.3. Compensation.

The officers shall serve without compensation, but may receive such reimbursement of expenses as the Council may establish by resolution to be just and reasonable as to the Club at the time that the resolution is adopted.

4.4. Term of Office and Removal.

Each officer shall hold office for the term for which he/she is elected or appointed, and until his/her successor has been elected or appointed and qualified. Unless otherwise provided in the resolution of the Council electing or appointing an officer, his/her term of office shall extend to and expire at the meeting of the Council following the next annual meeting of Club members. The Council with or without cause may remove any officer, at any time. Removal of an officer without cause shall be without prejudice to his/her contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

4.5. President.

The President shall be the chief executive officer of the Club, shall have general and active management of the business of the Club and shall see that all orders and resolutions of the Council are carried into effect. The President shall also preside at all meetings of the members and the Council and shall serve for a term of ten (10) years.

The President shall sign or countersign the withdrawal of funds of the Club, except where the signing thereof shall be expressly delegated by the Council to some other officer or agent of the Club.

4.6. Vice President.

The Vice President shall perform the duties and exercise the powers of the President in his/her absence and shall perform such other duties as the President shall prescribe.

4.7. Secretary.

The Secretary shall attend all meetings of the Council and all meetings of the members and record all the proceedings of the meetings of the members and of the Council in a book to be kept for that purpose. The Secretary shall give or cause to be given, notice of all meetings of the members and special meetings of the Council and shall perform such other duties as may be prescribed by the President, under whose supervision the Secretary shall serve.

4.8. Treasurer.

The Treasurer shall have the custody of Club's funds; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club; and shall deposit all moneys and other valuable effects in the name and to the credit of the Club in such depositories as may be designated by the Council.

The Treasurer shall disburse the funds as may be ordered by the Council and shall render to the President and the Council, at its regular meetings, or when the Council so requires, an account of all his/her transactions as Treasurer and of the financial condition of the Club.

ARTICLE V

Other Matters

5.1. Fiscal Year.

The fiscal year of the Club shall be the twelve months ending June 30th, or such other period as may be fixed by the Council,

5.2. Books and Records.

The Club shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of the members, the Council and (c) a current list of the Council members and officers and their residence addresses.

5.3. Checks, Notes, etc.

All checks and drafts on, and withdrawals from the Club's accounts with banks or other financial institutions, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of the Council.

5.4. Insurance.

The Club shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors and other agents, to cover any liability asserted against or incurred by any officer, Council member or agent in such capacity or arising from the officer's, Council member's or agent's status as such.

5.5. Amendments.

5.5.1 Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Council provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Council member at least three days in advance of such a meeting if delivered personally, by facsimile, text messaging or by e-mail or at least five days if delivered by mail.

5.5.2 Bylaws

The Council may amend these Bylaws by unanimous vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each Council member within the time and the manner provided for the giving of notice of meetings of Council members.