

**BYLAWS
OF
LA CHAÎNE D.C., INC.
A District of Columbia Nonprofit Corporation**

**ARTICLE I
PREAMBLE AND PURPOSES**

Section 1. Affiliation with National and International Organizations. La Chaîne D.C., Inc. (the "Corporation" or "Bailliage") is a local Bailliage (chapter) of the Confrérie de la Chaîne des Rôtisseurs, Ltd., a New York nonprofit corporation (the "National Organization"). The Bylaws of the National Organization and International Organizations, as amended from time to time, are incorporated into these Bylaws by reference and, to the extent permitted by local law, the National Organization's Bylaws shall prevail over these Bylaws in the event of a conflict. The term Bailliage and Corporation shall be used interchangeably throughout this document.

Section 2. Organization. The Corporation or Bailliage is organized under the laws of the District of Columbia. The Bailliage is responsible for all of its own obligations and liabilities incurred with respect to third parties. The National Organization is not responsible for the obligations and liabilities incurred by the Corporation.

Section 3. Purposes. The Bailliage is organized for the following purposes: (a) to promote, foster and encourage the culinary arts and particularly the techniques of cooking by spit, rotisserie, barbecue, broiling and grilling; (b) to collect and disseminate information with respect to the preparation and serving of foods and the enjoyment, tasting and understanding of wines and distilled spirits; (c) to encourage educational institutions to teach all phases of the culinary arts, enology and viticulture; and (d) to do and perform any and all legal acts and things in furtherance of these objectives.

Section 4. Registered Office and Agent. The registered office and registered agent of the Bailliage in the District of Columbia shall be as set forth in the Articles of Incorporation and may be changed from time to time by the Board of Directors.

**ARTICLE II
MEMBERS**

Section 1. Qualifications for Membership. The Bailliage's membership shall be comprised of members who principally reside in the Washington, D.C. metropolitan area. However, the geographic residency requirement may be waived in individual instances by the Bailli Délégué (National President) of the National Organization at his/her discretion. Application for membership in the Bailliage shall be by invitation only. Candidates for membership shall be financially responsible adult persons of good moral and ethical character and reputation. Candidates for membership shall comply with the application procedures established by the Board of Directors, which application procedures shall be within the parameters established by the National Organization. Application procedures include completing and filing with the Bailli (President) of the

Bailliage a prescribed application form countersigned by two (2) sponsors who shall both be members in good standing of the National Organization, accompanied by a check or checks, or a credit card number, covering all requisite National and local Bailliage fees and/or dues. Upon admission as a member of the Bailliage, such membership shall continue for each fiscal year in which the member has paid his or her dues, subject to: (a) the Board of Directors' right to terminate such membership in accordance with these Bylaws and applicable rules and regulations adopted by the Board of Directors; and (b) the National Organization's right to terminate such membership in accordance with the Bylaws and applicable rules and regulations of the National Organization.

Section 2. Number of Members. By resolution, the Board of Directors may limit the number of members admitted to the Bailliage, which limitation may be changed from time to time by the Board of Directors. When the membership limitation has been achieved, the names of candidates for membership shall be entered upon a waiting list in the order of the date received for future consideration, approval and induction. Candidates need not be accepted in order of placement on the waiting list. No candidate shall be denied membership in the Bailliage (or prevented from holding any office therein) on the basis of the candidate's race, gender or political or religious belief.

Section 3. Transfer of Membership. Except as provided in the Bylaws of the National Organization, membership in the Bailliage is nontransferable and non-assignable.

Section 4. Classifications of Membership. All members of the Corporation shall have the same rights with respect to voting. Different classifications of membership may exist between professional and nonprofessional members of the Corporation. The manner of election or appointment and the qualifications of each classification of membership shall be as established from time to time by the National Organization and the Confrérie de la Chaîne des Rôtisseurs based in Paris, France (the "International Organization").

Section 5. Membership Fees and Dues. Initiation fees and dues for the first year shall accompany all applications for membership. The amount and due date of annual dues for membership in the Bailliage shall be determined by the Board of Directors. With respect to memberships which become effective after the beginning of the Corporation's fiscal year, the amount of dues assessed against such members for that fiscal year may be prorated for the remainder of the fiscal year, at the discretion of the Board of Directors. In addition to annual dues, the Corporation may impose such fees and special assessments on the members as may be necessary from time to time to defer costs of the Corporation as determined by the Board of Directors. The dues, fees and assessments imposed by the Corporation, along with any taxes imposed by law, shall be in addition to any fees, dues or assessments imposed by the National Organization or the International Organization.

Section 6. Termination of Membership. Membership in the Bailliage may be terminated upon fifteen (15) days' written notice of failure to pay fees, dues or assessments of the Bailliage, the National Organization or the International Organization within the prescribed time after billing and may be terminated by the affirmative vote of a majority of the Directors in office for cause, including, but not limited to, the following reasons: (a) irresponsibility; (b) improper conduct so as to endanger the harmony or good reputation of any Bailliage (including the Bailliage of Greater Washington, known as "La Chaîne DC"), the National Organization, or any of their respective members or officers; and (c) unbecoming or illegal conduct (which includes, but is not limited to, actions and/or statements that hold the Bailliage, the National Organization, or the International Organization, or any of their officers and/or Directors to disrepute or cause untoward notoriety or publicity not favorable in nature). A member shall be provided with an opportunity to be heard on a motion before the Board of Directors to expel such member upon fifteen (15) days' written notice. Such notice shall state the ground(s) which are the basis for the motion for expulsion. Further, said member shall have the opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the termination by said Board of Directors. A decision by the Board of Directors for the termination of membership in the Bailliage of an individual member shall not be subject to review or appeal and shall be final. If a member has had his/her membership terminated in the Bailliage for any of the reasons set forth in this Section (other than for nonpayment of fees, dues or assessments of the Corporation), the matter shall be referred to the Bailli Délégué for consideration by the National Board of Directors for possible termination of membership in the National Organization. The notice and hearing procedure above described shall not be applicable where fees, dues, or assessments are not timely paid following a second payment notice, at which time the membership shall automatically terminate absent waiver by the Bailli of the Bailliage. This waiver shall only apply to the non-payment of the fees, dues or assessments of the Bailliage, as failure to timely pay dues of the National Organization will result in termination of membership in the National Organization.

Section 7. Readmission to Membership. A person whose membership in the Corporation has been terminated in accordance with Section 6 of this Article may be readmitted to membership following approval by the Bailli of an application for reinstatement accompanied by payment in full of all prescribed reinstatement fees and dues, provided such person has been readmitted as a member of the National Organization by adhering to the requirements for readmission set forth in the National Organization's Bylaws. The readmission shall be effective coincident with the later of the approval by the Bailli and the payment of all fees and dues as above-referenced.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held during the month of September, on such date and at such time and location as shall be determined by the Bailli, and in the absence of such determination and notice, then by the Board of Directors. The annual meeting may be held by telephone conference or other similar electronic communications determined by Bailli and in accordance with the provisions of District of Columbia corporate law, provided that all Directors participating can simultaneously hear each other during the meeting and participate in the ongoing discussions of the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the Bailli or the Board of Directors. Members holding not less than twenty-five percent (25%) of the voting power of the Corporation may call a special meeting of the members by delivering to an officer of the Corporation one or more written demands describing the purpose or purposes for which the special meeting is to be held. The date, time and location of any special meeting of the members shall be determined by the person or persons calling such meeting.

Section 3. Notice of Meetings. Notice (a) stating the date, time and place of the meeting, (b) describing any matter or matters which must be approved by the members, and (c) in the case of a special meeting, describing the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) (or if notice is mailed by other than first class or registered mail, twenty (20)) nor more than ninety (90) days before the date of the meeting, by or at the direction of the Bailli, the Vice Chancellor-Argentier, Board of Directors, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. Any notice required to be given under these Bylaws shall be deemed given when personally delivered to the member, sent electronically by E-mail or facsimile transmission, or deposited in the United States mail, postage prepaid, all to the member's last known address, E-mail address, or facsimile number as appears on the books of the Corporation.

- (a) When giving notice of an annual, regular or special meeting of members, the Bailliage shall give notice of a matter a member intends to raise at the meeting if: (i) requested in writing to do so by a person entitled to call a special meeting; and (ii) the request is received by the Bailli or the Vice Chancellor-Argentier at least ten (10) days before the Corporation gives notice of the meeting.
- (b) A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. A member's attendance at a

meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering that matter when it is presented.

Section 4. Order of Business. The order of business at any meeting of the members shall be substantially as follows:

- (a) Roll call;
- (b) Approval of Minutes of preceding meeting;
- (c) Communications and announcements;
- (d) Report of the Bailli;
- (e) Reports of other officers, when pertinent;
- (f) Reports of committees, if pertinent;
- (g) Unfinished business;
- (h) New business; and
- (i) Adjournment.

Section 5. Meeting Rules. The rules set forth in the most current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Corporation's members in all cases where applicable and to the extent said rules are not inconsistent with these Bylaws or the Bylaws of the National Organization.

Section 6. Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of members; provided, however, such date, in any case, shall not be more than seventy (70) days and, in the case of a meeting of members, not less than ten (10) days prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed by the Board of Directors for the determination of members: (a) members of record at the close of business on the business day preceding the day on which notice of a meeting of members is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held, are entitled to receive notice of the meeting; (b) members of record as of the date of the members' meeting, who are otherwise entitled to vote, are entitled to vote at the meeting; and (c) with respect to the determination of members entitled to exercise any rights in respect of any other lawful action, members at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later, are entitled to exercise such rights. When a determination of members entitled to receive notice or to vote at any meeting of members has been made as provided in this Section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date, which the Board shall do if the meeting is adjourned

to a date more than one hundred and twenty (120) days after the date fixed for the original meeting.

Section 7. Voting Lists. After a record date for notice of a meeting of the members has been fixed, the Vice-Chancellor Argentier, or another officer or agent of the Bailliage having charge of the books of the Corporation, shall prepare a complete list of the members entitled to notice of and/or to vote at such meeting, arranged in alphabetical order, and reflecting the current address of and the number of votes entitled to be cast by each member. The list shall be available for inspection by any member, beginning two (2) business days after notice of the meeting is given and continuing through the meeting, at the Bailliage's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member, his or her agent or his or her attorney, shall be entitled on written demand to inspect and, subject to the requirements of the Non-Profit Corporations Laws of the District of Columbia (DC ST § 29-401.01 et seq.) to copy the membership list during regular business hours and at his or her expense during the period it is available for inspection. The membership list shall be available at the meeting and any member, his or her agent or his or her attorney, shall be entitled to inspect the list at any time during the meeting or during any adjournment thereof. However, it is acknowledged that the membership list may not be used for any marketing purposes that benefit an individual member or that member's business interests.

Section 8. Quorum. Except as otherwise provided in this Section, no action may be taken on a matter at a meeting of the members unless a quorum exists when the matter is brought before the meeting. Fifty percent (50%) of the votes entitled to be cast on a matter, represented in person or by proxy, shall constitute a quorum at a meeting of members. However, unless one-half (1/2) or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by law, these Bylaws or the Bylaws of the National Organization. The holders (or their representatives) of a majority of the votes entitled to be cast at a meeting, though no quorum exists, may adjourn the meeting to a different date, time and place. Members shall not be required to receive notice of the new date, time and place of the adjourned meeting if such information is announced prior to the adjournment of the original meeting, unless a new record date is or shall be established for the adjourned meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

Section 9. Proxies. At all meetings of the members, a member may vote either in person or by proxy. A member may appoint a proxy to vote or otherwise act for him or her by signing an appointment form either personally or by his or her duly authorized

attorney-in-fact. An appointment of a proxy shall be effective when received by the Vice Chancellor-Argentier, Bailli, or other officer or agent of the Corporation authorized to tabulate votes. An appointment shall be valid for eleven (11) months unless a longer period is expressly provided in the appointment form. No proxy shall be valid for more than three (3) years from the date of its execution. A member executing an appointment of a proxy may revoke the proxy by: (a) attending any meeting and voting in person; or (b) signing and delivering to the Vice Chancellor-Argentier, Bailli, or other officer or agent of the Corporation authorized to tabulate proxy votes either a writing stating the appointment of the proxy is revoked or a subsequent appointment form.

Section 10. Voting. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote at a meeting of members. A majority vote shall be required for approval of a matter voted upon by the membership, except for the resolution of tie votes as to election of a Bailli, as described below.

Section 11. Action by Written Consent. Any action required to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to be cast with respect to the subject matter thereof, and shall be delivered to the Vice Chancellor-Argentier of the Corporation for inclusion in the minutes or filing in the corporate records. Such consent shall have the same force and effect as a vote at a meeting of the members and may be stated as such in any articles or documents filed with the Secretary of District of Columbia under applicable District of Columbia law.

Section 12. Telephonic Meetings. Unless otherwise provided in the Articles of Incorporation, these Bylaws or the Bylaws of the National Organization, members may participate in any annual, regular or special meeting of the members or conduct the meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present at the meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Selection of Directors. The business and affairs of the Bailliage shall be managed by its Board of Directors consisting of five or six directors. The Bailli shall appoint the officers listed below, who, along with the Bailli and such other members appointed by the Bailli, shall constitute the Board of Directors and shall serve in that capacity at the pleasure of the Bailli during the Bailli's term in office and until their successors are appointed:

Vice Chancellor-Argentier
Vice Conseiller Gastronomique

Vice Conseiller Culinaire
Vice Charge de Presse
Vice Charge de Missions

The Bailli may also appoint a Vice Echanson who shall be a member of the Board of Directors and who shall serve in that office at the pleasure of the Bailli and until his/her successor is appointed. Additional Directors and officers may be appointed by the Bailli, as permitted by these Bylaws or the Bylaws of the National Organization and as deemed desirable by the Bailli for the management of the Corporation. Such additional officers, if any, shall have the authority and perform the duties prescribed by the Bailli. Any two or more offices may be held by the same person, except the offices of Bailli and Vice Chancellor-Argentier. Every Director shall be a member of the Bailliage. Cessation of membership in the Bailliage by a Director shall constitute automatic termination from office. The officers and Directors appointed by the Bailli shall serve at the pleasure of the Bailli and may be replaced at any time by the Bailli. The term of office of each officer and Director shall end coincident with the termination of the term of the Bailli that appointed him or her unless the successor Bailli re-appoints the officer/Director to the same office.

Section 2. Removal.

(a) Bailli. The members of the Corporation may remove the Bailli, with or without cause, at a meeting called for that purpose. Notice of the meeting must state the purpose, or one of the purposes, of the meeting is removal of the Bailli. The vote required to remove a Bailli by the members shall be a majority of the entire number of members in good standing of the Bailliage at a properly called meeting. Any Bailli proposed to be removed shall be entitled to receive at least fifteen (15) days' prior written notice of the meeting of the members at which such removal is to be voted upon, the notice having been given in the manner prescribed for a meeting of the members as stated in Article III, Section 3, above. The notice to the Bailli shall state the ground(s), if any, for the Bailli's proposed removal from office. The Bailli proposed to be removed shall have the opportunity to be heard by the members, orally or in writing, at least five (5) days before the removal becomes effective. The Bailli may also be removed from office by the National Organization's Board of Directors or the Bailli Provincial for the region in which the Bailliage is located in the manner provided for in the Bylaws of the National Organization.

(b) Other Directors. All Directors appointed by the Bailli may be removed, with or without cause, by the Bailli. The Bailli shall provide written notice of the removal to the Director to be removed and the Vice Chancellor-Argentier. The removal of any Director appointed by the Bailli shall be effective when the notice is effective, unless the notice specifies a

future effective date.

Section 3. Incapacity of Director. The incapacity of any Director which continues for a period of ninety (90) days shall automatically be deemed a resignation of office, both as a Director and the office held by that person. The nature and extent of the incapacity which is the subject of this Section is such which interferes with and/or prevents the Director from duly performing and discharging his or her duties and responsibilities. The determination of the extent of the incapacity shall be made by the appropriate Bailli, and when it relates to the Bailli, then by the Bailli Provincial for the region in which the Bailliage is located. A Director who has resigned from office because of a determined incapacity that has continued for ninety (90) days shall remain a member of the National Organization and the Bailliage without the requirement of the payment of any further dues whatsoever during the continuance of the period of incapacity. The Bailli (or in the event of the deemed resignation of the Bailli, then the Bailli Provincial for the region in which the Bailliage is located), shall determine if and when the incapacity has ended or has diminished to the point that the person should resume the payment of dues to retain his or her membership in the Bailliage and in the Chaîne. The waiver of dues stated in this Section relates to the dues of the Bailliage and not of the National or International Organizations. Only the Bailli Délégué or the Argentier of the National Organization shall have the ability to waive the dues paying requirement for the National Organization.

Section 4. Vacancy.

(a) Bailli. In the event of death, incapacity, resignation or removal of the Bailli prior to the end of his or her term, the Vice Chancellor-Argentier of the Corporation shall fulfill the obligations of the Bailli until the Bailli Délégué of the National Organization appoints an Acting Bailli following a nomination and/or recommendation of the Bailli Provincial for the region in which the Bailliage is located to fill that office. The Acting Bailli shall serve until a new Bailli is elected for the unexpired term.

(b) Other Directors. Any other vacancy in the Board of Directors may be filled by appointment of the Bailli. A Director appointed by the Bailli to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

Section 5. Compensation. Directors of the Corporation shall not receive any salary or compensation for their services but may, by resolution of the Board of Directors, be allowed reimbursement of costs and expenses incurred directly in connection with the performance of the duties of their respective offices.

ARTICLE V
MEETINGS OF BOARD OF DIRECTORS

Section 1. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at a time determined by the Bailli. Notice of such annual meeting shall be provided to each member of the Board of Directors and to the appropriate Bailli Provincial of the National Organization in the manner set forth in Section 4 of this Article. Additional regular meetings of the Board of Directors may be held pursuant to one or more resolutions adopted by the Board setting forth the date, time and location of the additional regular meetings which shall be held without other notice than such resolution or resolutions.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at the request of the Bailli, Vice Chancellor-Argentier or any two (2) directors. The date, time and location of special meetings of the Board of Directors shall be determined by the person or persons calling such meeting. However, the location of the meetings shall be in a location within a geographical area proximate to the location of the Bailliage, unless the Board of Directors determines that a meeting in a more distant locale is to be held and a resolution to that effect is approved of by the Board of Directors.

Section 3. Minutes. The Vice Chargé or Chargée de Presse shall record the minutes of each meeting of the Board of Directors, and shall furnish a copy of the minutes of the annual meeting to the appropriate Bailli Provincial and Chambellan Provincial/Chambellans Provinciaux of the National Organization within a reasonable time after the annual meeting. Minutes/notes of meetings held by committees of the Board of Directors shall be recorded by any member of such committee and delivered to the Vice Chargé or Chargée de Presse to be placed with the other minutes provided for in this Section.

Section 4. Notice. Except as otherwise provided by law or in these Bylaws, regular meetings of the Board of Directors may be held without notice. However, notice of the time, date and place of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice delivered personally or sent by mail, E-mail, or facsimile/telecopy to each director (and the appropriate Bailli Provincial in the case of the annual meeting) at his or her home or business address, E-mail address, or facsimile number as it appears on the records of the Corporation, by or at the direction of the Bailli or the Vice Chancellor-Argentier. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, properly addressed, with postage thereon paid. If given by facsimile, such notice shall be deemed to be delivered on the day such facsimile is transmitted to the Director's facsimile/telecopy number. If given by E-mail, such notice shall be deemed to be delivered on the day such E-mail is sent to the director's E-mail address. Any Director may waive notice of any meeting. The waiver shall be in writing, signed by the Director

entitled to the notice, and filed with the minutes or corporate records. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting unless the director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the laws of the District of Columbia or these Bylaws, objects to the lack of notice and the Director does not thereafter vote for or assent to the objected action. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board unless the laws of the District of Columbia, the Articles of Incorporation, these Bylaws or the Bylaws of the National Organization require the vote of a greater number of directors. If less than a quorum is present at any meeting, the majority of those present may adjourn the meeting from time to time without further notice.

Section 6. Voting. Each Director shall be entitled to cast one vote on all matters which properly come before any meeting of the Board of Directors.

Section 7. Action Without Meeting. Any action permitted or required to be taken at a meeting of the Board of Directors, or of any committee established by the Board of Directors, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the directors, or all of the members of the committee, as the case may be, and included in the minutes filed with the corporate records reflecting the action taken. Such consent shall have the same effect as a vote at a meeting of the Board of Directors or the applicable committee, as the case may be, and may be described as such in any document. The consent may be executed by the Directors or committee members in counterparts and consents transmitted by facsimile/telecopy and showing the signature of the Director may be used as an original to be assembled with other counterpart signed pages. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 8. Order of Business. The order of business for meetings of the Board of Directors shall be substantially as follows:

- (a) Roll call;
- (b) Approval of minutes of preceding meeting;
- (c) Communications and announcements;
- (d) Reports of officers, when pertinent;
- (e) Reports of committees, if pertinent;
- (f) Unfinished business;

- (g) New business; and
- (h) Adjournment.

Section 9. Committees of Directors. The Board of Directors may, by resolutions adopted by a majority of the whole Board, designate one or more committees, each of which shall consist of two (2) or more Directors, which committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the Corporation as shall be delegated to them. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or him or her by law.

Section 10. Telephonic Meetings. Members of the Board of Directors or of any committee established by the Board of Directors may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VI OFFICERS

Section 1. Officer Titles. The officers of the Bailliage, as indicated above, shall be a Bailli (President), Vice Chancellor-Argentier (Vice President/Secretary/Treasurer), Vice Conseiller Gastronomique, Vice Conseiller Culinaire, Vice Charge de Presse, and Vice Charge de Missions. The Bailli may appoint a Vice Echanson, and such other officers as shall be permitted by the Bylaws of the National Organization and deemed desirable for the management of the Bailliage. Such additional officers, if any, shall have the authority and perform the duties prescribed by the Bailli. Any two (2) or more offices may be held by the same person, except the offices of Bailli and Vice Chancellor-Argentier may not be held by the same person.

Section 2. Nomination of Bailli. Nominations for Bailli shall be made in accordance with the Bylaws of the National Organization and any procedural rules related thereto adopted by the Board of Directors of the National Organization, as amended from time to time.

Section 3. Election and Term of Bailli. The procedure for electing the Bailli shall be in accordance with the Bylaws of the National Organization and any procedural rules related thereto adopted by the Board of Directors of the National Organization, as amended from time to time. In the event that two or more candidates run for the office of Bailli and there is a tie vote, absent instructions contained in the Bylaws or procedural rules of the National Organization to address said issue, the newly elected Bailli shall be determined by an agreement of the candidates for the office receiving the same number

of votes, with said agreement occurring within fourteen (14) days following the tabulation of votes. Should the candidates with the same number of votes be unable to reach agreement within said period of time, the Bailli Provincial for the region in which the Bailliage is located recommend to the Bailli Délégué which candidate should be elected to the position of Bailli, and the Bailli Délégué shall be the tie breaking vote. The Bailli Provincial shall use his or her best judgment in recommending which candidate should be elected to the position of Bailli for the Bailliage for the purposes better addressing and handling the obligations and responsibilities of the position of Bailli for this Bailliage. The term of each Bailli shall commence as of the July 1st immediately following election and shall terminate when a successor is duly elected or appointed and has taken office, but not later than July 1st of every third year subsequent to July 1, 2018. A Bailli may succeed himself/herself in office.

Section 4. Appointment of Other Officers. The Bailli shall appoint the following officers, who shall serve in their respective offices at the pleasure of the Bailli during the Bailli's term of office and until their successors are appointed:

Vice Chancellor-Argentier;
Vice Conseiller Gastronomique;
Vice Conseiller Culinaire;
Vice Charge de Presse; and
Vice Charge de Missions.

The Bailli may also appoint a Vice Echanson, and such other officers as shall be permitted by the Bylaws of the National Organization, who shall serve in their respective offices at the pleasure of the Bailli during the Bailli's term of office and until their successors are appointed.

Section 5. Bailli (President). The Bailli shall represent the Corporation in all matters pertaining to the National Organization. The Bailli shall be the principal executive officer of the Bailliage and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The Bailli, when present, shall preside at all meetings of the Board of Directors and the members; provided, however, he or she may appoint any other presiding officer. The Bailli may sign contracts on behalf of the Bailliage and, with the Vice Chancellor-Argentier or any other officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The Bailli shall also, in general, perform all duties incident to the office of President and such other duties as from time to time may be prescribed by the Board of Directors.

Section 6. Vice Chancellor-Argentier (Secretary/Treasurer). In the absence of the Bailli or in the event of the Bailli's inability or refusal to act, the Vice Chancellor-Argentier shall perform the duties of the Bailli, and when so acting, shall have all powers of and be subject to all the restrictions upon the Bailli. The Vice Chancellor-Argentier shall also: (a) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (b) file annual tax returns with the IRS and other local governmental agencies as required by law; (c) serve as custodian of the Corporation's records; (d) maintain a record of the names and addresses of all members of the Corporation; (e) sign with the Bailli or another authorized officer, in the name of and on behalf of the Bailliage, any contracts or agreements authorized by the Board of Directors; (f) authenticate records of the Bailliage; (g) have charge and custody of and be responsible for all funds and securities of the Bailliage; (h) receive and give receipts for moneys due and payable to the Bailliage; (i) deposit all such moneys in the name of the Bailliage in such banks, trust companies or other depositories as shall be selected by the Board of Directors; (j) collect all dues, fees and assessments and remit to the National Organization all dues, fees, and assessments collected on its behalf; (k) keep an accurate account of all financial transactions of the Bailliage; (l) submit to the Board of Directors at each annual meeting of the Board of Directors an annual audit of receipts and disbursements during the preceding year or such compilation and/or financial statements as may be directed or required by these Bylaws, the Board of Directors and/or the Bailli; (m) prepare an annual budget covering estimated receipts and disbursements of the Corporation which shall be presented to the Bailli or the Board of Directors for his/her/its approval; and (n) in general, perform all other duties incident to the offices of Treasurer and such other duties as from time to time may be assigned by the Bailli or the Board of Directors. The Vice Chancellor-Argentier shall also be responsible for preparing and distributing financial statements annually to each member of the Bailliage, the Argentier of the National Organization, and the appropriate Bailli Provincial of the National Organization within ninety (90) days subsequent to the close of the Corporation's fiscal year. The Board of Directors shall have the authority to authorize an annual audit to be conducted by an independent certified public accountant.

Section 7. Vice Conseiller Gastronomique. The Vice Conseiller Gastronomique is responsible for the planning of menus, choice of wines and coordination of events of the Corporation and shall perform such other duties as from time to time may be assigned by the Bailli or the Board of Directors. The Vice Conseiller Gastronomique shall be a nonprofessional.

Section 8. Vice Conseiller Culinaire. The Vice Conseiller Culinaire is in charge of the realization of dinners and relations with professional members and shall perform such other duties as from time to time may be assigned by the Bailli or the Board of Directors. The Vice Conseiller Culinaire shall be a professional.

Section 9. Vice Charge de Presse. The Vice Charge de Presse is in charge of

public relations and the communication of events of the Bailliage to the Regional Chargé de Presse for the region in which the Bailliage is situated, and the publications of the National Organization, and shall perform such other duties as from time to time may be assigned by the Bailli or the Board of Directors. The Vice Chargée de Presse is to keep minutes of the meetings of the members and perform duties of the Secretary of the organization for the Board of Directors, submit draft of the minutes to the Bailli for review, who will see that the minutes are distributed appropriately.

Section 10. Vice Charge de Missions. The Vice Charge de Missions is in charge of special functions and shall perform such other duties as from time to time may be assigned by the Bailli or the Board of Directors. The Vice Charge de Missions may be either a professional or a nonprofessional.

Section 11. Vice Echanson. The Vice Echanson is in charge of activities, functions and administration relating to the Société Mondiale du Vin, the maintenance of the Bailliage's wine cellar, the proposal of wine to be used a Bailliage events and any other duties related to wine and craft spirits of the Bailliage.

Section 12. Compensation. Officers of the Bailliage shall not receive any salary or compensation for their services but may, by resolution of the Board of Directors, be allowed reimbursement of costs and expenses incurred directly in connection with the performance of the duties of their respective offices.

ARTICLE VII CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. Contracts may be executed by the Bailli. In addition, the Board of Directors may authorize any other officer(s) or agent(s) of the Bailliage to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the Bailliage and no evidence of indebtedness shall be issued in its name unless authorized by resolution approved of by the Board of Directors. Such authority may be general or confined to specific instances. Under no circumstances may the Bailliage lend money to the officers or directors of the Corporation.

Section 3. Checks, Drafts and Orders of Payment. All checks, drafts or other orders for payments of money, notes or other evidences of indebtedness issued in the name of the Bailliage shall be signed by such officer(s) or agent(s) of the Bailliage in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Bailli or the Vice Chancellor-Argentier.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Bailliage in such banks, trust companies or other depositories as the Board of Directors may select that are in such FDIC insured accounts as may be determined by the Bailli, and absent a decision by the Bailli, then by the Vice Chancellor-Argentier, or as may be directed by resolution adopted by the Board of Directors.

Section 5. Financial Statements. The Bailliage shall have the financial statements prepared annually and distributed to each member and the Bailli Provincial of the region within which the Bailliage is located and the Argentier of the National Organization within ninety (90) days subsequent to the close of the fiscal year. Furthermore, upon written demand by a member, the Bailliage shall provide that member with the Bailliage's latest annual financial statements. Said financial statements shall include a balance sheet and a statement of operations for that year. If the annual financial statements are reported upon by a Certified Public Accountant, the accountant's report shall accompany the financial statements. If not, the financial statements shall be accompanied by a statement of the Bailli or the person responsible for the Corporation's accounting records: (a) stating his or her reasonable belief as to whether the financial statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and (b) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding fiscal year of the Corporation.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Indemnification. To the extent permitted by law, the Corporation shall indemnify its Directors, officers and employees for liabilities and expenses incurred by reason of such individual being made a party to a proceeding because the individual is or was a Director, officer or employee of the Corporation.

Section 2. Insurance. To the extent permitted by law, the Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

ARTICLE IX

NOTICES

Section 1. Change of Address. Every member of the Corporation shall be personally obligated to notify his or her Bailli, the Vice Chancellor-Argentier and the National Administrative Office of the National Organization of the member's address, e-

mail address, and facsimile/telecopy number, if any; and each member shall provide the same notices upon any change in the member's address, e-mail address, or facsimile/telecopy number. No notice shall be deemed defective if the contact information provided by the member to the Corporation is out of date as a result of the member failing to keep the Corporation advised of his/her contact information as above-described.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any member or Director of the Bailliage under the provisions of the Articles of Incorporation, these Bylaws, the Bylaws of the National Organization or the laws of the District of Columbia, a waiver thereof, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Such waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the Vice Chancellor-Argentier of the Corporation for inclusion in the minutes or filing with the corporate records.

ARTICLE X AMENDMENT OF BYLAWS

Section 1. Required Vote. The members of the Bailliage may alter, amend or repeal these Bylaws and new Bylaws may be adopted by the members at any annual or special meeting of the members. To be adopted, the amendment must be approved by at least two-thirds (2/3) of the members entitled to cast votes at a meeting where a quorum is present or by members holding a majority of the voting power of all members, whichever is less.

Section 2. Notice of Proposed Amendment(s). If the Board of Directors or the members seek to have an amendment approved by the members at an annual or special meeting of the members, the Bailliage shall give notice to its members of the proposed membership meeting in writing in accordance with Article III of these Bylaws. The notice must also state the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and shall contain or be accompanied by a copy or summary of the proposed amendment. If the Board of Directors or the members seek to have the amendment approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the proposed amendment.

ARTICLE XI MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Bailliage shall commence on the first day of January of each year and end on the last day of December of each year.

Section 2. Loss of National Charter. In the event the National Organization

revokes the Bailliage's charter, all funds of the Bailliage remaining on deposit in any bank or other account shall be used to defray any outstanding indebtedness of the Bailliage and the balance remaining thereafter, together with any other then remaining assets of the Bailliage, if any, shall be turned over to the National Organization in accordance with its Bylaws for use consistent with the National Organization's tax-exempt purposes. Coincident with the revocation of the Bailliage's charter by the National Organization, the Bailliage shall cease all use of the name and logo of the National Organization and shall deliver to the National Organization all remaining supplies bearing the name and/or logo of the National Organization or any of its affiliates.

Section 3. Wine Cellar. The Corporation may maintain a wine cellar for the benefit of its members. If such a wine cellar is maintained, it shall be the property of the Bailliage and no member shall have any personal property interest whatsoever in the wine cellar.

Section 4. Prohibition Against Sharing in Corporate Earnings. No director, officer, employee, committee member or other person connected with the Bailliage, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of the Bailliage and no such person or persons shall be entitled to share in the distribution of any of the Bailliage's assets upon the dissolution of the Bailliage; provided, however, the foregoing prohibitions shall not prevent the Bailliage from paying any such person(s) reasonable compensation for services rendered to or for the benefit of the Bailliage as shall be fixed by the Board of Directors in accordance with these Bylaws.

Section 5. Books and Records. The Bailliage shall maintain correct and complete books and records of accounts and minutes of the proceedings of the Bailliage. All books and records of the Bailliage may be inspected by any member, or his/her attorney or agent, for any proper purpose at any reasonable time at the place where the records are regularly maintained or, at the discretion of the Bailli, at such other location as may be reasonably convenient for the Bailli and the requesting party. In lieu of making the books and records available for inspection, the Bailli may cause photocopies of the requested records to be provided to the requesting party within a reasonable period of time following a request for same.

Adopted: March 2, 2016

[date]



Judith Mazza

Bailli
(Chapter President)