

# **Oregon Brewers Guild**

## **Bylaws**

### **Article 1:**

The name of this corporation is the Oregon Brewers Guild, Inc., a non-profit Oregon corporation (the "Association")

### **Article 2: Purposes of Organization.**

The Association is organized and operated exclusively for non-profit purposes. The Association is organized to:

1. Promote, in every lawful manner, the common interests of the members and the licensed brewing industry in Oregon;
2. Employ agents to collect information of value to members regarding laws, provisions, directives, and orders as may be made by the United States government, the State of Oregon, and the political subdivisions thereof serving the Association, and to circulate such information to the members and general public.
3. Hold membership in other associations, although the Association shall not be deemed to have approved the action of other associations by such membership, unless the Board of Directors of the Association so approves;
4. Perform such other acts as may be necessary, in the opinion of the Board of Directors, to carry out the purpose of this Association. The Association shall not fix or set the prices and terms upon which the members buy and sell beer, limit or control the amounts of beer produced or purchased, boycott customers or suppliers, or allocate markets and customers.

### **Article 3: Members**

1. Membership: Membership shall be open and available to any individual, partnership, or corporation who pays the membership dues as may be established from time to time by the Board of Directors and is actively engaged in the production of beer within the State of Oregon.
2. Definition of a Regular Member: A brewing organization that brews common brands, names and formulas at a facility in Oregon which it owns a majority interest. If there is more than one brewing organization involved in a brewing facility, the one holding a majority interest is eligible for regular membership. The member must hold a Federal Brewer's Notice and must qualify for the Federal Excise Tax exemption applicable to brewers producing no more than 2 million barrels of product per year.
3. Definition of an Associate Member: Tradesmen and suppliers doing business with the brewing industry or any individual, partnership or corporation in an allied industry or endeavor may be admitted as a non-voting Associate member. An Associate will pay minimum dues as set by the Board of Directors. The voting rights of an Associate shall be at the Board level only. An associate is eligible to be elected to the Board of Directors but may not serve as an officer of the Association.
4. Definition of a Retail Member: Retail licensees who sell Oregon beer and are deemed appropriate by the Board of Directors may be admitted as a non-voting Retail member. A Retail member will pay minimum dues as set by the Board of Directors. There are no voting rights for Retail members. A Retail member is not eligible to be elected to the Board of Directors.

5. Definition of an Enthusiast Member: Beer enthusiasts may be admitted as a non-voting Enthusiast member. An Enthusiast member will pay minimum dues as set by the Board of Directors. There are no voting rights for Enthusiast members. An Enthusiast member is not eligible to be elected to the Board of Directors.

6. Resignation: Any Member in good standing may resign from the Association upon delivery of written notice to the Association before the effective date of the resignation. The resigning Member is responsible for dues assessed up to the effective date of the resignation.

7. Expulsion: A Member may be suspended or expelled from membership by action of the Board of Directors for non-payment of dues, fees or for the violation of any provision of these Bylaws.

#### **Article 4: Representation**

1. Voting Rights: For the purposes of voting for the Board of Directors and any other official Association business each member shall have one vote. Voting Rights: For the purposes of voting for the Board of Directors and any other official Association business each member shall have one vote. Voting rights may be exercised in person, via phone or video conference, or via email, fax or regular mail. Only active members or their representatives, in good standing, are entitled to cast votes in matters of the Association. All members are eligible to serve on committees.

2. Nominations for Board of Directors Positions:

Section 1. Ninety days prior to the annual general membership meeting the Officers shall appoint a nominating committee of three members, not more than one of whom shall be a member of the existing Board of Directors. The nominating committee shall ensure that members have an opportunity to submit names for consideration prior to making its final nominations.

Section 2. Nominations shall be submitted to the membership at least thirty days in advance of the annual meeting. Directors of the Board are individual representatives of the member organizations and not the member entities themselves. There shall be no more than one individual representative nominated per brewing organization.

Section 3. Any Regular member shall have the right to nominate a candidate, including himself by notifying the Association prior to 30 days before the election.

3. Election to the Board of Directors: Will be held at the annual general membership meeting.

Board members will be elected as follows: A minimum of six regular member directors will be elected by the regular members and one associate members director. In the event no Associate member is able to serve, a regular member will be elected by the Associate members to fill this position. There will be maximum of nine directors. In the event of a tie the nominee from the brewery that reported the most production (barrelage) in Oregon in the 12 months preceding the closing of nominations will become the elected board member. Members unable to attend the annual general membership meeting may vote by written ballot which shall be sent with nominations thirty days in advance of the annual meeting. Ballots may be mailed,

faxed or emailed to the Association and will be accepted up to five o'clock p.m. on the day of the annual general membership meeting.

4. Vacancies: If a vacancy occurs in the office of the President of the Board of Directors, the Vice President shall serve as President for the remainder of the term. Vacancy in the office of Vice President, Treasurer or a director position shall be filled for the balance of the unexpired term by nominee(s) submitted by the President and approved by the Board of Directors.

## **Article 5: Board of Directors**

1. Authority: The business and affairs of the Association shall be managed by the Board of Directors, which may exercise all such powers of the Association as are permitted by law, the Articles of Incorporation, or these Bylaws.
2. Numbers of Directors: The number of directors of the Association shall be at least seven and no more than nine. There will be two board seats reserved for breweries over 60,000 barrels per year annual production, and two board seats reserved for breweries under 15,000 barrels per year annual production. One board seat will be reserved for an Associate Member. All other board seats will be ad hoc. In the event that there are not enough requisite candidates to fulfill the above reserved seats, those seats so affected will become ad hoc seats.
3. Term of Office: Each director shall serve a term of two years. Three directors shall be elected in the even-number years and four directors including the director elected by the Associate members shall be elected in the odd-numbered years.
4. Meetings: There shall be one annual general membership meeting yearly at a time and place set by the Board of Directors . Additional meetings of the Board of Directors shall be held from time to time and shall be called by the President of the Board of Directors at the request of any Director.
5. Action Without a Meeting: Any action required or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be agreed upon by all of the directors. Such consent shall have the same effect as a unanimous consent.
6. Notice of Meetings: The time and place of each meeting of the Board of Directors shall be fixed by the President of the Board of Directors, and notice of the time and place of such meeting shall be delivered personally or mailed to each member of the Board of Directors at least one week prior to the date of each meeting.
7. Quorum and Vote: A quorum for transaction of business at a meeting of the Board of Directors shall be a majority of the Board of Directors.
8. Compensation of Board of Directors: The Board of Directors of the Association shall serve without compensation.

## **Article 6 Presiding Officers**

1. Designation: The principal officer of the Association shall be the President of the Board of Directors, who shall be elected annually by the Board of Directors from among the Board of Directors.
2. Compensation: The President of the Board of Directors shall serve without compensation.
3. President of the Board of Directors: The President of the Board of Directors shall preside at all meetings of the Board of Directors, and perform all duties incident to the office. The President shall see that all orders and resolutions of the Board of Directors are carried out. The President shall have authority to delegate to other officers such of his powers as he may deem necessary and expedient.
4. Vice President of the Board of Directors: The Vice President of the Board of Directors shall perform such duties as may be assigned by the President or Board of Directors and shall preside at all

meetings of the Association in the absence or disability of the President. The Vice President shall be elected annually by the Board of Directors from among the Board of Directors and shall serve without compensation.

5. Treasurer of the Board of Directors: The Treasurer shall audit all expenditures made on the behalf of the Association and render a statement of condition of finances of the Association at each Board of Directors meeting and at the annual general membership meeting. The Treasurer shall be elected annually by the Board of Directors from among the Board of Directors, Associate Members or such individual deemed qualified and shall serve without compensation.

## 6. Executive Director

Section 1. Duties. The Board of Directors may select and employ an Executive Director who shall be responsible for the general administration of the associations activities. The Executive Director shall be the directing head of the business offices of the Association, and shall be the keeper of the bylaws and the great seal of the Association.

Section 2. Immediate Supervision: The Executive Director shall work under the immediate direction of the President of the Board of Directors.. The Executive Director shall attend meetings of the Board of

Directors and the Finance Committee, but shall not be a member of any of these bodies. The presiding officer of any of these meetings may request the absence of the Executive Director.

Section 3. With the approval of the Board of Directors, the Executive Director may sign checks drawn of the funds of the Association in payment of the debts and obligations of the association. The Executive Director shall cooperate with the Treasurer in the preparation of all budgets and financial statements presented to the Board of Directors. The Executive Director shall also perform such other duties as may be assigned to him by the President or the Board of Directors.

## **Article 7: Amendments**

Section 1. Amendments to the Bylaws. Amendments to the bylaws must be submitted to a director, in writing at least 30 days prior to the general membership meeting. The Executive Director or Board shall then see that the proposal is forwarded to the membership at least 15 days prior to the general membership meeting for a vote. In order to be accepted to the bylaws, any proposed amendment must receive a majority vote of two-thirds of the general membership voting.

Section 2. Amendments may be proposed by the Board of Directors of its own initiative, or upon petition to the Board of Directors by three Regular members in good standing. All amendments shall be sent out by the Executive Director, as directed by the Board, to Regular members stating the reasons why they are proposed, with or without recommendation.

## **Article 8: Seal**

Section 1. The corporate seal will have inscribed upon it the name of Oregon Brewers Guild and such other appropriate language as may be prescribed by the State of Oregon or by the Board of Directors.

Section 2. Use of the Seal or other logos created by the Association will be subject to qualifications deemed appropriate by the Board of Directors. Specific permission is required when using such seals or logos.

## **Article 9 Committees**

Section 1: The Board may create committees as needed. The Board President appoints all committee chairs.

Section 2: Finance Committee. The Treasurer is chair of the Finance Committee, which includes at least one other Board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, an annual budget with staff and other Board members. The Board must approve the budget. The fiscal year shall be the July 1 to June 30. The financial records of the organization are public information and shall be made available to the membership and Board members upon request.

#### **Article 10: Dues/Membership Fees/ Billings**

Section 1. Annual. Dues/Membership fees of members of the Association shall be paid annually in such amounts and on such terms as determined from time to time by the Board of Directors.

Section 2. Arrears. Members who fail to pay their dues within 30 days of the initial billing shall be notified in writing. If payment is not made within 60 days of the initial billing, that member shall receive an intent of termination notice and lose the privilege of voting. If payment is not received within 90 days of initial billing, that member will be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The terminated member is responsible for dues assessed up to the effective date of termination. The Board of Directors may by rule prescribe procedures for extending the timely payment of dues and continuation of membership privileges upon request of a member for good cause shown. Organizations wishing to rejoin the Association will be required to pay all past dues and fees before consideration.

Section 3. Appropriation of Funds. Checks may be signed by the President, the Treasurer and the Executive Director. Checks over \$500 signed by the Executive Director will need prior approval and/or a second signature.

Section 4. General Sources of Funds.

All the income from dues, assessments, gifts, or gain from the operation of the Association shall be for the sole use of the Association, and no division thereof shall, at any time, be made to any member, except in reasonable payment of services rendered by any member to the Association, at the request of the Board of Directors.

Section 5. Dissolution.

If the Association should be dissolved, no member will receive any portion of its remaining assets or property. Upon dissolution, the balance of any assets or property of the Association which remains after all debits or obligations are paid will be distributed to any other non profit corporation which has been selected by the Associations Board of Directors and has been determined by the Internal Revenue Service to be exempt from federal taxes.

#### **Article 11: Indemnification**

Every Director, Officer or Employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director, Officer or Employee at the time such expenses are incurred except in cases wherein the Director, Officer or Employee is adjudged guilty or willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or Employee may be entitled.