

# BYLAWS

of

## HEART OF THE VALLEY HOMEBREWERS (HOTV)

We, the undersigned, each being a citizen of the United States, and of the State of Oregon, hereby associate together to form this, a nonprofit corporation pursuant to the provisions of the Oregon Nonprofit Corporation Law (Oregon Revised Statutes Chapter 65).

### ARTICLE I. NAME

The name of this corporation shall be the Heart of the Valley Homebrewers (HOTV), hereinafter referred to as the "Corporation".

### ARTICLE II. PURPOSE

The corporation is organized for the charitable, scientific, and educational purposes of home fermentation and fermentation science through supporting and conducting research, educational, informational, and charitable activities that increase public awareness."

### ARTICLE III. OFFICES

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Directors may designate. The Corporation may have such other offices, either within or without the State of Oregon, as the Board may designate or as the business of the corporation may require from time to time.

### ARTICLE IV. MEMBERSHIP MEETINGS VOTING

#### *Section 1. Classes of Members*

The Corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

#### *Section 2. Qualifications*

Discrimination Prohibited. In order to qualify for membership, a member shall be any person who desires to make a contribution to the Corporation. The Corporation shall be non-discriminatory in regard to sex, color, religion, creed, ethnic origin, or sexual orientation.

### *Section 3. Voting Rights.*

- A. Members entitled to vote at any general meeting must have paid their annual dues of \$20.00 USD or more.
- B. Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.
- C. Each member entitled to vote at an election of the Board of Directors may cast one vote for as many persons as there are Board members to be elected and for whose election such member has a right to vote.

### *Section 4. Annual Meeting*

The annual meeting of the members shall be held during the last quarter of each fiscal year, at 7:00 p.m. at the registered office or at such other place as designated by the Board of Directors. The purpose of the annual meeting is to elect the Board of Directors and to transact such other business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefore, the Board of Directors shall cause the meeting to be held as soon thereafter as may be convenient.

### *Section 5. Special Meetings*

Special meetings of the Corporation may be called by a majority of the Board of Directors upon ten (10) days oral or written notice to the members of the Corporation.

### *Section 6. Place of Meetings*

All meetings of members shall be held at the principal office of the Corporation or at such other place within or without the State of Oregon designated by the Board of Directors.

### *Section 7. Notice of Meetings*

The President, the Secretary or the Board of Directors shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally or by mail, not less than ten (10) nor more than (50) days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the Corporation with postage thereon prepaid.

### *Section 8. Waiver of Notice*

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Oregon law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### *Section 9 Quorum*

A majority vote of the members will constitute a quorum at all membership meetings.

### *Section 10. Manner of Acting*

The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Oregon law, the Articles of Incorporation or these Bylaws.

### *Section 11. Proxies*

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

### *Section 12. Action by Members*

Without a Meeting. Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

### *Section 13. Meetings by Teleconferencing*

Members of the Corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of 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 V. BOARD OF DIRECTORS**

### *Section 1. General Powers.*

The affairs of the Corporation shall be managed by the Board of Directors.

### *Section 2. Composition Qualifications.*

The Board of Directors shall be composed of Seven (7) members in good standing. The four (4) officers of the Corporation, President, Vice President, Secretary, and Treasurer, will automatically be members of the Board of Directors with the other three (3) positions elected from the general membership. The number of the Board of Directors may be changed from time

to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### *Section 3. Duties.*

It shall be the duty of the Board of Directors to manage the affairs of the Corporation, within the scope of, and consonant with, its purpose. They shall prepare an annual budget for approval by the membership of the Corporation. They shall appoint such chairpersons and committees as may be necessary to effectively discharge these duties. They shall prepare and enforce suitable Bylaws for the Corporation subject to the approval of the membership. A majority vote of the Board of Directors governs.

### *Section 4. Compensation.*

The Board of Directors shall receive no compensation for their services as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.

### *Section 5. Election Initial Directors.*

The initial Board of Directors named in the Articles of Incorporation shall serve until the first annual meeting of members.

### *Section 6. Election Successor Directors.*

Successor Board of Directors shall be elected each year at the annual meeting of members.

### *Section 7. Elections Term of Office Limitations.*

The Directors shall be elected for a term of three (3) years at the annual business meeting of the Corporation. Directors shall not hold office for more than five (5) consecutive terms. Unless a Director dies, resigns or is removed, he or she shall hold office until the next annual business meeting of the Corporation or until his or her successor is elected, whichever is later.

### *Section 8. Elections Procedure Nominating Committee.*

At least thirty (30) days prior to the annual business meeting of the Corporation, the Board of Directors shall appoint a Nominating Committee of not less than three (3) members from the membership of the Corporation. The Nominating Committee shall present to the membership at the annual business meeting, the name of at least one nominee for each office to be filled. Nominations shall then be opened to the floor. Election shall be by written ballot unless only one person is nominated for each position. In that case, the President may move for a unanimous ballot. If seconded and approved by all members in good standing, a written ballot does not have to take place. The Board of Directors and Officers shall take office immediately upon election.

### *Section 9. Regular Meetings.*

The Directors shall meet not less than quarterly at such time and place as shall be mutually agreeable to the Board members to transact such business as shall come before them.

#### *Section 10. Special Meetings.*

Special meetings may be called by:

- A. The President, upon forty-eight (48) hours oral or written notice to the members of the Board.
- B. The President shall call such a meeting upon written request of fifty percent (50%) or more of the Board, upon forty-eight (48) hours oral or written notice to the members of the Board.

#### *Section 11. Notice of Special Meetings.*

Notice of special Board of Directors or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than five (5) days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Corporation. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

#### *Section 12. Place of Meetings.*

All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Oregon designated by the Board of Directors, by any persons entitled to call a meeting or by a waiver of notice signed by all the Board of Directors.

#### *Section 13. Meetings by Teleconferencing.*

Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board of Directors or committee by means of a conference telephone or similar communications equipment by means of 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.

#### *Section 14. Actions Without Meetings.*

Any action which could be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of the Board of Directors meeting.

#### *Section 15. Resignation.*

Any Board member may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified

therein, or if the time is not specified, upon delivery thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### *Section 16. Removal.*

Any Director may be removed from office by a majority vote of the membership at any regular or specially called meeting of the membership of the Corporation. Notice of proposed removal shall be given to such Director at least forty-eight (48) hours prior to the meeting at which such removal is to be voted upon. Such notice shall state clearly the cause for the proposed removal. Unexcused absence from two (2) consecutive meetings of the Board of Directors or the general membership shall be due cause for removal.

#### *Section 17. Vacancies.*

Vacancies occurring on the Board of Directors by reason of death, resignation or removal shall be filled by a majority vote of the members at the next meeting of the membership. Members must be given ten (10) days notice of any meeting called to fill a vacancy on the Board of Directors. The newly elected Director will fill the remaining term of the Director being replaced.

#### *Section 18. Board Committees \_ Authority to Establish \_ Limitations.*

The Board of Directors, by resolution adopted by the majority of the Directors in office, may designate and appoint one (1) or more standing or temporary committees. Such committees shall have an exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board of Directors; except that no committee shall have the authority to:

- A. Amend, alter, or repeal these Bylaws;
- B. Elect, appoint or remove any member of any committee or any Director or officer of the Corporation;
- C. Amend the Articles of Incorporation;
- D. Adopt a plan of merger or consolidation with another corporation;
- E. Authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business;
- F. Authorize the voluntary dissolution of the Corporation or revoke proceedings therefore;
- G. Adopt a plan for the distribution of assets of the Corporation;
- H. Amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her, or by law.

#### *Section 19. Board Committees Resignation.*

Any member of any committee may resign at any time by delivering written notice to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein; the acceptance of such resignation shall not be necessary to make it effective.

*Section 20. Board Committees Removal of Members.*

The Board of Directors, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

## **ARTICLE VI. OFFICERS**

*Section 1. Designated.*

The Officers of the Corporation shall be the President, Vice President, Secretary and Treasurer, each of whom shall be elected by the membership at the annual meeting. These Officers shall be referred to as the Executive Committee. The Executive Committee may be called to meet by the President at such time as he or she may deem necessary. The Executive Committee shall have the power to act for the Board of Directors in situations in which the calling of a meeting of the Board of Directors is impractical. The Executive Committee shall report all such actions at the next meeting of the Board of Directors.

*Section 2. Authority.*

The Officers shall have the authority and shall perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board of Directors.

*Section 3. Eligibility.*

Any member of the Corporation in good standing can be nominated to run for an office of the Executive Committee. The election of Officers shall take place at the annual meeting of the Corporation.

*Section 4. Election and Term of Office.*

The term of office for each officer shall be for one (1) year. The Officers of the Corporation shall be elected by the membership each year at the annual meeting of the Corporation. Unless an Officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Corporation or until his or her successor is elected.

*Section 5. Resignation.*

Any Officer may resign at any time by delivering written notice to the President or Secretary, or by giving oral or written notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

*Section 6. Removal.*

Any Officer or agent elected or appointed by the Board of Directors may be removed from office by the Board of Directors whenever in its judgment the best interests of the Corporation would

be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### *Section 7. Vacancies.*

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office, or any other cause shall be filled by the Board of Directors at any regular or specially called meeting of the Board of Directors. Such appointees shall serve during the unexpired portion of the term.

#### *Section 8. President.*

The President shall be the Chief Executive Officer of the Corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall supervise all activities of the Corporation. The President shall preside over meetings of the members and the Board of Directors. The President shall call meetings of the membership or of the Board of Directors as deemed necessary, other than the annual meeting of the membership. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

#### *Section 9. Vice President.*

In the event of the death or absence of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board of Directors, the same powers as the President to sign deeds, mortgages, bonds, contracts, or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

#### *Section 10. Secretary.*

The Secretary shall:

- A. Keep the minutes of meetings of the members and of the Board of Directors which may be maintained by committees of the Board;
- B. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- C. Be custodian of the corporate records of the Corporation;
- D. Conduct correspondence for the Board of Directors as the President of Board of Directors may direct;
- E. Keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each Officer and Board of Directors.

- F. Sign with the President, or other officer authorized by the President or the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments; and
- G. In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

The Secretary shall deliver immediately to his or her successor, after audit, all books and records pertaining to his or her office.

#### *Section 11. Treasurer.*

The Treasurer shall:

- A. Have charge and custody of and be responsible for all funds and securities of the Corporation;
- B. Be accountable for all funds belonging to the Corporation and is empowered to make disbursements authorized by the annual budget and to secure approval of the Board of Directors for all payments in excess of budgeted amounts;
- C. Keep proper and accurate books of accounts;
- D. Maintain bank accounts in depositories designated by the Board of Directors;
- E. Render periodic financial reports as required by the Board of Directors and the Corporation; and
- F. Perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

The Treasurer shall deliver immediately to his or her successor, after audit, all books and records pertaining to his or her office.

## **ARTICLE VII. INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## **ARTICLE VIII. ADMINISTRATIVE PROVISIONS**

#### *Section 1. Books and Records.*

The Corporation shall keep at its principal or registered office the following:

- A. Copies of its current Articles of Incorporation and Bylaws;
- B. Correct and adequate records of accounts and finances;
- C. Minutes of the proceedings of its members and of the Board of Directors;
- D. Any minutes which may be maintained by committees of the Board of Directors;
- E. Records of the name and address and class, if applicable, of each member and Director, and the name and post office address of each officer; and
- F. Such other records as may be necessary or advisable.

All books and records of the Corporation shall be open at any reasonable time to inspection by any member in good standing,

*Section 2. Accounting Year.*

The accounting year of the corporation shall be the twelve months ending December 31st.

*Section 3. Rules of Procedure.*

The rules of procedure at meetings of the Board of Directors, committees and membership shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

**ARTICLE IV. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of a majority of the Board of Directors fixed by or in the manner provided by these Bylaws.

The foregoing bylaws were adopted by the board of directors this \_\_\_\_ day of \_\_\_\_\_, 2010.

_____	Eric Howard, President
_____	David Benson, Vice President
_____	Irene Schoppy, Secretary
_____	John Sterner, Treasurer
_____	William Baxter, Director – Registered Agent
_____	Robert Saathoff, Director
_____	Jeremiah Osborne-Gowey, Director

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