

Bylaws of Oregon Brew Crew

Adopted by membership 14 November, 2013

ARTICLE I. Name. Non-Profit Status. Principal Office and Governing Instruments

- Section 1. The name of this organization is the “Oregon Brew Crew,” hereinafter referred to as such or as the “Brew Crew.”
- Section 2. The Oregon Brew Crew is a non-profit corporation registered in the State of Oregon.
- Section 3. The principal office for the transaction of business is in Multnomah County, Oregon.
- Section 4. The Oregon Brew Crew is governed by its Articles of Incorporation and these Bylaws.

ARTICLE II. Purposes

- Section 1. The purposes of the Oregon Brew Crew are:
1. To promote interest in and the understanding of beer, beer appreciation and the craft of brewing among its members and the general public.
 2. To provide educational opportunities in the history and methods of brewing and the development of styles.
 3. To advance skills in brewing techniques and formal beer evaluation;
 4. To promote, encourage and sponsor opportunities to participate in local, regional and national brewing competitions.
 5. To provide opportunities for its members to share in the interest of craft brewing.
- Section 2. Throughout its activities, the Brew Crew advocates responsibility in the consumption of alcoholic beverages.

ARTICLE III. Membership

Section 1. Eligibility

All persons of the legal age to consume alcoholic beverages in the State of Oregon are eligible for membership.

Section 2. Acceptance

Prospective members need only make initial application for membership and pay initial dues. Membership is to be renewed annually, with dues proposed by the Board of Directors and approved by the membership. Prospective members shall be requested to apply for membership after attending no more than two meetings as a guest.

Section 3. Non-Discrimination

Membership and participation in the Oregon Brew Crew shall not be denied on the basis of race, color, creed, national origin, gender, disability and other protected classes as recognized by the State of Oregon or the Federal Government.

Section 4. Types of Membership

A. Regular members: Regular membership is open to all persons as per Article III, Sections 1 and 2. Regular members in good standing are eligible to vote in all Brew Crew elections and shall form the basis for establishing a quorum at meetings. There will be two categories of regular membership under this subsection: Annual and Lifetime.

1. Annual Members: Membership in the Brew Crew is conferred to individuals in accordance with Article III, Sections 1, 2, and 3. Additional members from a single household may be afforded discounted dues as determined by the Board and membership. There will be no "group memberships" in the Brew Crew.

2. Lifetime Members: Lifetime free membership may be awarded to individuals in recognition of extraordinary contributions of service to the Oregon Brew Crew. Lifetime membership shall be offered upon a vote of the Brew Crew membership for approval.

B. Institute Members: The Board may award Institute membership to organizations or companies in exchange for services or other benefits to the Oregon Brew Crew. Institute members shall not have voting rights and are not eligible to become officers.

Section 5. Rights and Liabilities of Members

A. Each regular member in good standing of the Oregon Brew Crew shall have the right to vote on all matters that come before the membership. A member is good standing is one who is (1) current in dues and (2) not under suspension.

B. Individual members of the Oregon Brew Crew shall not be personally liable for the debts or obligations of the Brew Crew.

Section 6. Participation

- A. Members will recognize that participation in Oregon Brew Crew activities is entirely voluntary. Participation in these activities may involve the consumption of alcoholic beverages which may affect perception and reactions. Members will accept individual responsibility for their conduct and behavior. The Oregon Brew Crew will neither assume nor accept responsibility for an individual's actions.
- B. Members will agree to abide by these bylaws and will be expected to contribute to the organization, administration or execution of at least one Brew Crew event per year. This may include, but is not limited to: participation in committee activities; participation in a competition as a judge or steward; organizing or conducting a workshop or brewing demonstration, or volunteering at a beer festival.

Section 7. Suspension and Removal of Members

- A. Each member is expected to maintain responsible decorum at Brew Crew events. In the event a member does not maintain proper conduct, immediate and corrective measures will be taken by the Sergeant-at-Arms and/or Brew Crew board members.
- B. A member engaging in improper conduct may be suspended or expelled by vote of the Board of Directors. The member must be given at least fifteen (15) days written notice prior to such an action. Notice must include reasons for considering the suspension or expulsion of the member. The Board must provide the member with an opportunity for presenting arguments opposing suspension or expulsion. Suspended members may not participate in club activities for a period specified by the Board. Suspension will require a majority vote of the Board members present. A unanimous vote of all Board members present shall be required to expel a member.
- C. A member may be expelled from the Brew Crew only when the member's continued presence would be detrimental to the organization as a whole. Grounds for possible expulsion include but are not limited to, sexual harassment of other members, physical or verbal abuse of other members, insistence on driving to or from club activities when visibly intoxicated, failure to comply with local or federal laws, or the physical destruction of a host's facilities.
- D. The Board shall have the authority to appoint a member or members to investigate any incident which might be cause for a member's suspension or expulsion and to report the results of such investigation to the Board.

ARTICLE IV.

Section 1. Executive Committee

- A. Annual Meeting: The Oregon Brew Crew shall have an annual meeting in November of each year. This meeting will be subject to the rules for notification outlined below. This notification shall include an agenda for the meeting. The agenda shall include the election of officers and board members, and approval of the next fiscal year's budget. The membership will also approve the amount that the Board may spend on an activity without requiring an additional vote of the membership.
- B. Regular Business Meetings: Regular monthly meetings will be held unless otherwise advised by the Board of Directors. Monthly meetings must include routine business matters during at least eight of the twelve meetings each year. "Routine business matters" shall include all items that require membership approval and new business brought up by members for consideration.
- C. Special Business Meetings: Special business meetings may take place with the proper notification.
- D. Notice of Meetings: An appropriate method for notifying members of the time and place of meetings shall be established and maintained. If the time or place of the monthly meeting has been changed, the membership will be notified as soon as the change is known. If a special business meeting is called, the membership shall be notified as soon as possible. Notification must be made a minimum of two weeks before the special business meeting.
- E. Procedure: The President of the Oregon Brew Crew shall be the presiding officer at all Brew Crew meetings. In the absence of the President, the order of succession as presiding officer shall be: Vice President, Secretary, then Treasurer. The presiding officer shall determine the order of business and shall use accepted parliamentary procedure to conduct the meeting. Subjects discussed at each monthly meeting may include but are not limited to, minutes from the monthly meeting, Treasurer's report, standing committee reports, identification of brewing and food volunteers for the meeting, introduction of visitors and new members, and unfinished and new business. In the event that a monthly meeting is held where regular business cannot be conducted, Brew Crew business may be tabled until the next business meeting.
- F. Sergeant-At-Arms - The presiding officer will select a Sergeant-at-Arms prior to each meeting. The Sergeant-at-Arms will assure that all attendees sign in and receive a nametag.

Section 2. Voting

- A. All members with voting rights as described in Article III shall be eligible to vote.
- B. Quorum - At least two executive officers and thirty percent (30%) of the regular members shall be considered a quorum to conduct business. If, at a meeting that was intended to have a quorum for voting purposes, a quorum is not attained, a special quorum exception may be initiated at the next club meeting in order to be able to vote on the items that were not able to be voted on due to a lack of quorum. The specific items of business that are eligible to be voted on with the special quorum exception must be documented in the meeting minutes, published in the newsletter prior to the next meeting, and cannot include bylaw changes.
- C. Special Quorum Exception – At least three executive officers and a simple majority vote of at least fifty percent (50%) of the regular members in attendance will be considered sufficient to vote on the points of business identified for a special vote at a previous failed quorum meeting.
- D. (1) Items Requiring Approval by Membership.
 - 1. Election of Executive Officers and Standing Committee Board members
 - 2. Annual budgets
 - 3. New lifetime memberships
 - 4. Changes to bylaws
 - 5. Setting an expenditure threshold for discretionary spending by the Board
 - 6. Spending of funds greater than that threshold
 - 7. Any other issues offered by an officer
 - 8. Any issues offered by members

(2) Voting Requirements.

Eligible voters must be in good standing. The following requirements establish conditions for passage, approval, or elections:

- a. By-laws amendments and changes: two-thirds of the votes cast.
 - b. Elections of officers and other board members: determined by plurality of the votes cast.
 - c. Other club business: a majority of the votes cast.
- D. Election Dates: Elections shall be held at the annual meeting in November, with new officers and board members taking office on January 1.

- E. Nominations: Nominations for officers and board members shall be made by a nominating committee appointed by the Board of Directors or may be made by any member.
- F. Voting Methods: Elections for officers and other board members shall be by controlled ballot. Ballots will be validated and counted by one or more election judges appointed by the Secretary. Votes on other issues may be conducted by any appropriate method that ensures that voting requirements are met. Notification of how to receive and submit an absentee ballot will be published in the monthly newsletter. Proxy voting is prohibited.

ARTICLE V. **Board of Directors**

Section 1. Board Membership

- A. Composition: The Board of Directors is a working body, consisting of nine regular members that support and fulfils the purposes of the Oregon Brew Crew. Members will include Executive Officers as described in Article VI, Section 1; and the chairpersons of the standing committees (Article VII). In addition, the immediate Past President will serve as an advisory member of the board who's vote will be used solely to break a tie during board member voting.
- B. Terms of Office: The Executive Officers and the chairpersons of the standing committees shall be elected to one-year terms, from January 1 through December 31.
- D. Eligibility: Any member who is in good standing with the Oregon Brew Crew and who has been a member of such for at least one year is eligible to serve on the Board of Directors. Notwithstanding the foregoing, the Board of Directors may from time to time and within its sole discretion, waive the eligibility requirements set forth in this section for any individual whom it deems would serve the interests of the Oregon Brew Crew.

Section 2. Authority and Responsibility

Subject to the limitations of these Bylaws, the business and affairs of the Brew Crew shall be controlled by the Board of Directors, including but not limited to, the following:

1. To conduct and manage the ongoing business of the Brew Crew.
2. To actively communicate with members during and between regular membership meetings.
3. To receive, on behalf of the Brew Crew, gifts, bequests, honoraria, and other devises in the form of property or money.

4. To approve contracts and supervise disbursements of Brew Crew funds.
5. To formulate budgets, policies, and programs.
6. To secure professional services, such as attorneys and accountants, as may be necessary in its judgment, and to pay reasonable compensation for such services performed.

Section 3. Advisors to the Board

- A. The Board, from time to time, may name advisors who by their experience and competence can support Brew Crew activities. Advisors may assist on a short-term basis but in no case shall they serve beyond the term of the current Board. Advisors are invited to attend board meetings and may serve on committees.
- B. Advisors must be regular members of the Oregon Brew Crew.
- C. Advisors are not entitled to vote at board meetings.

Section 4. Meetings

The Board of Directors will hold a minimum of eight meetings each year. An appropriate method of notifying board members shall be established by the Board. If the time or place of the meeting is changed, board members will be notified as soon as possible. Regular members who have requested in advance to attend as non-participant observers shall also be notified of the change.

- A. Quorum - A quorum for meetings will be defined as two-thirds (2/3) of the Board of Directors, including either the President or Vice President as presiding officer. In the absence of a quorum, no Brew Crew business may be conducted.
- B. Procedure - The President shall be the presiding officer at board meetings. The Vice President will assume this task in the absence of the President. Roberts Rules of Order (Revised) or similar parliamentary procedures will govern all deliberations, unless they conflict with these bylaws. Motions put to a vote will be considered passed with a fifty one per cent (51%) vote of board members present.
- C. Minutes - Minutes will be taken by the Secretary at all board meetings. The presiding officer will assign this duty to another board member in the Secretary's absence. Minutes will reflect major discussions and record all decisions by the Board. The Secretary shall compile, prepare, and deliver these minutes to the Board for approval within one week of the meeting. Approval may be made at a board meeting or via other means, including, but not limited to, telephonic or electronic. After the Board has approved the minutes, they will be made available to the membership.

Section 5.

- A. A board member may resign with or without cause.
- B. Failure to attend three consecutive meetings of the Board of Directors shall operate as a tender of resignation. A director may petition the remaining board members for a waiver of this tender due to extenuating circumstances. A waiver may be granted with a majority vote of the entire Board for approval.
- C. If a majority of the remaining members on the Board of Directors agree that a board member has failed to perform his or her responsibilities, or for any other reason agree that the board member's continued term in office will not serve the best interests of the Brew Crew, they may recommend the board member's removal to the membership, or, at their discretion, may remove the director by unanimous vote.
- D. Any member may petition the Board to investigate and report to the membership regarding actions (or inaction) that the member believes is cause for removal. Upon receipt of such petition, the remaining board members must address the petition by investigating and reporting to the membership on their findings.
- E. A board member may be removed by vote of the majority of members in attendance after a recommendation has been presented by the remaining board members. Notification to the membership that a vote will be held on the removal of a board member must be included in the notice of the regular meeting at which the vote will be held. The board member being considered for removal will be given an opportunity to speak and/or to call upon other members to speak on their behalf prior to the vote.

Section 6. Vacancies

The Board may fill a vacancy caused by resignation or removal by appointment. The appointment shall continue until the expiration of the term of the board member whose position has become vacant.

Section 7. Indemnification

The Oregon Brew Crew shall indemnify to the fullest extent not prohibited by law any current or former director of the Oregon Brew Crew who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Oregon Brew Crew), by reason of the fact that the person is or was a director of the Oregon Brew Crew. The Oregon Brew Crew shall pay for or reimburse the reasonable expenses incurred by any such current or former director in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (a) the person's good-faith

belief that the person is entitled to indemnification under this provision, (b) the person's reasonable belief that the individual's conduct was in the best interests of the Oregon Brew Crew, or at least was not opposed to the Oregon Brew Crew's best interests, (c) In the case of a criminal proceeding, that the person did not have reasonable cause to believe the conduct of the person was unlawful, and (d) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this provision. Terminating a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or the equivalent of nolo contendere does not, of itself, determine that the director did not meet the standard of conduct described in this section. No amendment to this provision that limits the Oregon Brew Crew's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs before the later of the effective date of the amendment or the date notice of the amendment is given to the person. This provision shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents, and fiduciaries that may be included in any statute, agreement, general or specific action of the board of directors, vote of the members, or other document or arrangement. Provided however, the Oregon Brew Crew may not indemnify a director under this section in connection with: (a) A proceeding by or in the right of the Oregon Brew Crew in which the director was adjudged liable to the Oregon Brew Crew; or (b) A proceeding involving charges or claims of improper receipt of a personal benefit by a director or which adjudged the director liable for improperly receiving a personal benefit. Indemnification permitted under this section in connection with a proceeding by or in the right of the Oregon Brew Crew is limited to reasonable expenses incurred in connection with the proceeding.

ARTICLE VI. **Officers**

Section 1. Executive Officers

The following Executive Officers shall be chosen by the membership at the annual meeting:

President
Vice-President
Secretary
Treasurer

Section 2. Responsibilities of Executive Officers

A. All Executive Officers are expected to promote the objectives of the Oregon Brew Crew as stated in Article II, and will adhere to the principles and procedures as set forth in the bylaws of the Brew Crew.

D. In addition, Executive Officers are responsible for the following, specific to their office.

- (1)President: This officer will preside at all Brew Crew board and membership meetings. The President will be responsible for securing the meeting place. The President will be responsible for planning and preparing an agenda for meetings of the membership, Board of Directors and Executive Committee. The President shall appoint chairs and members of *ad hoc* committees established by the Board. The President shall review the financial records of the club on a regular basis. The President shall appoint a liaison with the American Homebrewers Association (“AHA”) and/or other national organizations. The President will serve as *ex-officio* member of all committees.
- (2)Vice-President: This officer shall, in the absence or disability of the President, perform all of the duties of the President and when so acting, shall have all the powers of and be subject to the restrictions on the President. The Vice President shall maintain a record of all property owned by the Oregon Brew Crew and shall supervise its proper use and safekeeping. The Vice-President shall perform such other duties and have such other authority and powers as the President, within his or her authority, may delegate from time to time.
- (3)Secretary: This officer shall record, or cause to be recorded, all votes, actions, and minutes of major proceedings at meetings of the Board of Directors and the Executive Committee, and at all regular meetings of the membership. The Secretary will be responsible for distributing minutes to the board in accordance with board policy. The Secretary shall assure that elections are conducted in accordance with these bylaws, including, but not limited to, preparation, validation, and counting of ballots. This officer shall oversee all official correspondence of the Oregon Brew Crew. This officer shall supervise the maintenance and safekeeping of all records and historical archives of the Oregon Brew Crew. The Secretary will be responsible for notification of meetings to the relevant parties. The Secretary is an *ex-officio* member of the Communications Committee.
- (4)Treasurer: This officer will have custody of all funds and securities of the Oregon Brew Crew and will be responsible for properly accounting of all income and disbursements. The Treasurer, or his/her designate, shall report on the current financial condition of the Brew Crew at all board meetings and upon request shall render to the President or the Board of Directors an accounting of all financial transactions. The Treasurer shall prepare an annual budget showing expected revenues and expenditures for the coming year. This will be presented to the Board of Directors for approval prior to the annual meeting of the membership and thereafter to the membership for approval at the annual meeting. The Treasurer

shall file, or cause to be filed, any tax returns or related forms that may be required by law, pertinent to the finances of the Oregon Brew Crew. This officer will maintain the Brew Crew's non-profit status and will advise the President and Board of Directors of any Brew Crew actions that could jeopardize such status.

- E. All of the Executive Officers shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

Section 3. Vacancies

Upon resignation or removal of the President, the Vice-President shall be elevated to fulfil the balance of the President's term of office. For all other Executive Officers, refer to Article V. Section 6.

ARTICLE VII. **Executive. Standing and Ad Hoc Committees**

Section 1.

- A. Membership: The Executive Committee consists of the President, Vice-President, Secretary, Treasurer and the immediate Past President.
- B. Responsibilities: The Executive Committee may make decisions on behalf of the Board in emergency situations when a full board meeting cannot be called. Decisions of the Executive Committee are made by a majority vote, which may be placed by telephone poll or e-mail vote. Actions or decisions of the Executive Committee shall be presented to the next meeting of the Board for approval. A quorum for such actions shall consist of three Executive Officers including either the President or Vice President.

Section 2. Standing Committees

- A. The Oregon Brew Crew's Standing Committees are described in Section B. The chair of each standing committee shall solicit committee members from among the Board and membership. Committee members must be members in good standing of the Oregon Brew Crew unless otherwise approved by the Board. Service on a committee is for one year and may be renewed. Committee members may be removed from their duties before their term limit by the committee chair who will report such actions to the Board.

Each standing committee chair is responsible to the Board of the Oregon Brew Crew.

B. Responsibilities:

The responsibilities of the standing committees listed in this document include, but are not limited to, the following:

- (1) Volunteer Co-ordination Committee: Responsible for coordinating the recruitment, training and supervision of volunteers for events the Brew Crew agrees to support with such efforts, for example the Oregon Brewers Festival. The Chair of this committee serves as a liaison to the sponsor and/or management of such events.
- (2) Burgermeister Committee: Responsible for arranging the availability of food and beverages at Brew Crew functions. A budget will be established for this purpose by the Board of Directors within the limits of their spending authority as set by the annual budget.
- (3) Communications Committee: Responsible for the creation, publication and distribution of the monthly Brew Crew newsletter. This committee shall also be responsible for the maintenance of electronic communications including the Oregon Brew Crew web site.
- (4) Education Committee: Responsible for educational aspect of club activities. This may include, but is not limited to, organization of workshops, public homebrewing demonstrations, tours of commercial brewing related businesses and the Beer Judge Certification training series.
- (5) Competition Committee: Responsible for the practical application of educational efforts related to homebrew competitions. The committee shall organize style competitions and encourage members' participation as entrants, stewards, judges, or organizers at AHA sanctioned or other brewing competitions.

Section 3. *Ad hoc* Committees.

A. *Ad hoc* committees, such as for special events, may be established at the request of the President with approval of the Board. The President shall appoint the chair and members of an *ad hoc* committee. *Ad hoc* committee members must be members in good standing of the Oregon Brew Crew. Committee chairs are responsible to the President and Board of the Oregon Brew Crew.

B. *Ad hoc* committee members may be removed from their duties by the President upon request of the committee chair.

ARTICLE VIII. Finances

Section 1. The fiscal year of the Oregon Brew Crew is January 1 through December 31.

Section 2. The annual budget of the Oregon Brew Crew shall be presented by the Treasurer at the annual meeting and approved by a majority of the votes cast.

Section 3. Reports and Records

A. The Treasurer, or his/her designate, shall report on the current financial condition of the Brew Crew at all board meetings. The Treasurer also shall be prepared to report on the financial status at all monthly meetings of the members. The Treasurer shall co-operate fully with the President in any audit or review of financial records.

B. Financial records shall be made available to all members in good standing upon request.

Section 4. Disposition of Assets.

Should the Oregon Brew Crew ever be dissolved or cease to exist, its financial assets remaining after payment of all debts and liabilities shall be distributed to a non-profit entity that is organized and operated exclusively for scientific, educational or community service purposes and has established its tax-exempt status under the Internal Revenue Code and the Revenue and Taxation Code. Priority shall be given to brewing-oriented educational organizations. The remaining real property of the Oregon Brew Crew shall be made available to other home brewing organizations established in the State of Oregon.

ARTICLE IX. Bylaws Adoption and Amendments

Section 1. Acceptance

These Bylaws are accepted at the time of their adoption by a majority vote of the current membership. These Bylaws shall take effect immediately upon acceptance, except for Articles V, VI, and VII, which shall take effect at the next annual meeting after their acceptance. The Brew Crew shall hold elections for officers and members of the board as defined in Articles V, VI, and VII at the next annual meeting after the acceptance of these Bylaws.

Section 2. Amendments or Changes

Any member or members may petition for a change or amendment to the bylaws. The petition must be submitted in written form at a regular

meeting prior to that at which the vote will be taken. The proposed changes or amendments shall be published for review by the membership in the newsletter or by a special mailing to voting members at least thirty (30) days prior to the meeting at which the changes will be voted on. Amendments or changes must be approved by two-thirds (2/3) of the votes cast.

Section 3. Copies of Bylaws

New or amended bylaws must be made readily available to all members within thirty (30) days of their approval. New members shall have access to the bylaws upon their acceptance of membership.