

BY LAWS
OF
THE OHIO HOP GROWERS GUILD

As adopted, 11 January 2015

Article I – Association Name
Article II – Mission and Goals
Article III – Legal Purpose
Article IV – Membership
Article V – Governance
Article VI – Executive Committee
Article VII – Indemnity
Article VIII – Amendment Process

ARTICLE I, ASSOCIATION NAME

Section 1. The name of this organization shall be the Ohio Hop Growers Guild (“OHGG”, or “Guild”), a 501(c)(6) non-profit corporation organized in the State of Ohio.

ARTICLE II, MISSION and GOALS

Section 1. The mission of the Ohio Hop Growers Guild is to unify, grow, educate and protect the Ohio hops growing community, to increase sales of Ohio grown hops through promotions, marketing, public and industry awareness, and to monitor and assure a sustainable hops industry within the state of Ohio.

Section 2. OHGG is committed to the following objectives:

Section 2.1. Advocating for and marketing Ohio-grown hops under an OHGG Seal of Quality, and to increase awareness and demand.

Section 2.2. Improving product quality, grower efficiency and profits through education and collaboration.

Section 2.3. Leveraging combined purchasing power through voluntary joint-purchasing programs and access to resources.

Section 2.4. As an agricultural producer group, the guild represents both a general membership and board of directors comprised of independent producers.

ARTICLE III, LEGAL PURPOSE

Section 1. Notwithstanding any other provision of these articles, the purposes for which OHGG is established shall be consistent with qualification under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States tax laws.

Section 2. Excluded activities. Notwithstanding any other provision of these articles, this association shall not carry on any activities not permitted to an organization exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code or the corresponding provisions of any future United States tax laws.

Section 3. Dissolution. In the event of the dissolution or final liquidation of OHGG, its remaining net assets will be distributed as described below. Thus, no part of such net assets may inure to the benefit of any individual Member or person.

Section 3.1. OHGG Checkbook/Investment Funds/Assets

a) All existing funds will be applied to OHGG programs, functions and events until depleted. Account will then be closed.

b) If there any funds left over and cannot be expended, they will be dispersed at the discretion of the Board of Directors.

ARTICLE IV, MEMBERSHIP

Section 1. Qualification. In order to retain status as a Member of the Association, a grower (with one voting representative per farm) must be in good standing with OHGG. This includes current payment of annual dues made to OHGG.

Section 2. Membership Categories. OHGG offers the membership categories listed below:

Section 2.1. Regular Membership. Growers meeting all of the following criteria shall be eligible for Regular Membership in OHGG with full voting rights as defined in these by-laws.

Section 2.1.a. Locally owned and operated retail or wholesale hops grower located in Ohio, and intends to or has sold hops commercially.

Section 2.2. Associate Membership. Hobby growers, independently-operated local businesses, other organizations and agencies dedicated to the goals of OHGG and interested individuals are eligible for Associate membership. Associate Members do not have voting rights but are eligible for other benefits and programs offered to Members of OHGG.

Section 2.3. Education/Government Membership: Educational organizations and governmental agencies.

Section 3. Membership Dues. The Board of Directors (BOD or Board) shall draft and present membership dues structures to the general membership for adoption. Membership dues shall come due on the same date each year for all Members. A pro-rated dues schedule shall accommodate new Members joining mid-year. Membership in OHGG is required to benefit and participate in all programs. However, the BOD reserves the right to exempt or postpone membership dues at any time.

Section 3.1. Regular Membership Dues: Businesses meeting all of the criteria for Regular Membership in OHGG with full voting rights as defined by these by-laws.

Section 3.2. Associate Membership Dues: Hobby growers, independently operated businesses, other organizations and agencies dedicated to the goals of OHGG and interested individuals

Section 3.3. Education/Government Membership Dues: Educational organizations and governmental agencies.

Section 4. Voting. Growers in good standing as regular members are eligible to vote on any issue presented to the membership for a vote. Each member farm in good standing who is present shall have one (1) vote. Voting may be conducted by any method specified by the BOD. Unless otherwise specifically provided by these by-laws, a majority vote of those Regular Members present and voting shall govern.

ARTICLE V, GOVERNANCE

Section 1. Governing Body. The operations of the Guild shall be governed by an elected Board of Directors of five (5) Members. These Directors and Officers shall be elected by a vote of Regular Members of OHGG in good standing unless otherwise provided for in these by-laws.

Section 1.1. Board of Directors Composition. The board shall be comprised of Five (5) Directors, with three (3) elected at large, one (1) ex-officio Director representing academia, and one (1) ex-officio past chairman.

Section 2. Chairman. The Chair shall be the senior member of the elected directors, and the Vice Chair shall be the next most senior member of the board. For the initial board, the Chair shall be the director who is selected for a one year term. The Vice Chair shall be the director who is elected for a two year term.

Section 3. Director and Officer Qualifications. To be a Director an individual must be a Regular Member in good standing at the time of nomination and maintain membership during the time of service. A Director must be nominated for office by the Nominating and Elections Committee or as a write-in candidate, and be elected by a vote of the Regular Members. The three candidates for director receiving the most votes will be elected. The Academia Director shall be selected by OSU, and the past chair will be the last elected Director who shall have completed their term and is not currently serving a term as a Director.

Section 4. Duties, Responsibilities and Powers of the Board of Directors. The BOD shall provide leadership in pursuit of the Guild's stated goals.

Section 4.1. General Duties. The BOD shall be responsible for the business and affairs of the Guild generally.

Section 4.2. OHGG Programs. From time to time programs will be recommended by the Board for approval by a vote of the Regular Members. The proposal will include written guidelines for the management of the program, the process for accountability to the BOD and provisions to make changes to the program. The Secretary shall maintain the written guidelines approved by the BOD for all OHGG programs.

Section 4.3. Legal Counsel. The Board may consult with legal counsel with respect to the meaning or construction of the Articles or these by-laws, their duties and powers, or with respect to any action, proceeding or question of law. The Board shall be fully protected with respect to any action taken or omitted by them in good faith pursuant to the advice of such counsel.

Section 4.4. Standard of Care. Members of the Board shall use ordinary care and reasonable diligence in the exercise of their powers and the performance of their duties as Members of the BOD hereunder. Members of the Board shall not be held accountable for any mistake of judgment or other action taken in good faith, or for any loss, unless resulting from their own gross negligence or willful misconduct.

Section 4.5. Calendar Year. The Guild shall operate on a calendar year.

Section 4.6. Annual Budget. The Finance Committee shall present a recommended budget to the BOD no later than August 1st each year. The BOD shall review the recommended budget, make any necessary changes and approve the final budget prior to the new calendar year. The budget will be presented to the Membership at the Annual meeting for information.

Section 4.7. Books of Account. The Treasurer shall keep full accounts of all receipts and disbursements of the Association. The books and records of this Guild shall be open to inspection by any Member in good standing at all times.

Section 4.8. Annual Report. Within thirty (30) days after the close of each April 15th, the Chair shall compile and render to the BOD an accounting of the transactions and acts of the OHGG during such year. There shall be an annual audit or compilation review conducted by an independent qualified third party.

Section 5. Nominations. Nominations for election to the BOD shall be made by the Nominations Committee. The committee consisting of three (3) Regular Members in good standing appointed by the Board chair and approved by the Board not later than October 1st. The Secretary will notify all Members in good standing of the coming election, including the number of coming vacant seats, and invite Members to advise the Nominations Committee of their interest in serving on the Board by October 1st. The Nominations Committee will submit to the BOD in writing, the names of one or more candidates for each BOD seat on or before one month prior to the scheduled vote. Nominations may also be made from the floor at the Annual meeting. Voting and installation will take place during the Annual meeting in February. Members will vote by paper ballot or other means permitted by the Board. The ballots will describe the seats open for election and the candidates running for those seats. The Secretary will count the ballots and announce the results at the Annual meeting. In the event there is only one (1) candidate for each office, the Secretary may cast a unanimous ballot for the candidates of the Nominating Committee. The Secretary will note these proceedings and record them in the minutes of the meeting.

Section 6. Removal. Any Member of the Board may be removed by vote of the Regular Members at any regular membership meeting. In the event a BOD member misses three (3) non-excused BOD meetings in a calendar year, he/she may be removed at the discretion of the Board.

Section 7. Terms and Vacancies. Normal terms for all Board Members are three (3) years and expiration of terms shall be staggered. Terms for Secretary and Treasurer are for one (1) year. There shall be no term limits for either Directors, Secretary or Treasurer. Any out of term vacancy on the Board shall be filled by appointment by the Chair, subject to approval by a majority of the Board. The person so appointed will serve until the following annual meeting, when the seat will be filled by the normal election process. For the initial election, the three directors will be elected and after election, will draw straws for a one, two and three year term. All subsequent director elections will be for three year terms.

Section 8. Board of Director Meetings. All Board Meetings shall be scheduled at least quarterly and open to all Members of the Guild in good standing.

Section 8.1. Scheduling Meetings. Meetings of the BOD may be called by the Chair, the Vice Chair or any five Board Members, by written notice given at least ten (10) days before the date of such meeting to each Board Member, by mail, personal delivery and/or electronic at the addresses appearing on the records of the Association. Notice of the time and place of any such meeting may be waived in writing, either before or after the meeting, by any Board member. Such waiver shall be filed with or entered upon the records of such meeting. The attendance of any Member at any meeting of the BOD without protesting, prior to or at the commencement of the meeting, shall be deemed to be a waiver by such Board Member of notice of such meeting.

Section 8.2. Board Quorum. A majority of the Board members shall be necessary to constitute a quorum for a meeting of the Board.

Section 8.3. Authorized Communications Equipment. Board of Director meetings may be conducted in person, by teleconference, or other internet-based web conferencing platforms.

Section 9. Membership Meetings. General membership meetings may be called by the Chair or by Regular Members. General membership meetings shall be held on a regular basis. The Chair and other officers shall preside over general membership meetings.

Section 9.1. Annual Meeting. The annual membership meeting shall be held in February of each year.

Section 9.2. General Membership Quorum. No quorum shall be required for a meeting of the Members. Any number of Members who appear shall be sufficient to conduct business.

Section 9.3. Authorized Communications Equipment. General membership meetings may be conducted in person, by teleconference, or other internet-based web conferencing platforms.

Section 10. Committees. Six standing committees shall be formed, as follows, with membership open to all members. Each committee shall elect its chair, and the Chair shall appoint, subject to Board approval, a Board member to serve actively on each committee. Ad Hoc committees may be established by the Chair and/or Board of Directors.

Section 10.1. Finance Committee. Task: provide budgetary and financial expertise. Purpose: to ensure financial transparency, stewardship and accountability. Activities:

- As provided for in these by-laws and at the direction of the BOD.

Section 10.2. Standards Committee. Task: establish, enforce quality standards. Purpose: to create and protect Guild membership reputation for quality hops production. Activities:

- Establish standards
- Establish inspection/certification protocol
- Recommend growers to the BOD for approved use of OHGG seal of quality.
- Consider areas of comprehensive hop knowledge, fertility management, integrated pest management, infrastructure, pesticides, facilities, testing, packing/processing procedures.

Section 10.3. Education Committee. Task: provide comprehensive hops growing and processing information and education. Purpose: to ensure growers have knowledge, skills, abilities to provide quality product. Activities:

- Develop/maintain information/resource "library"
- Facilitate training/education/mentorship events independently and in coordination with OSU, others (seminars, online, field days, etc)
- Establish educational certification protocol
- Consider best practices on fertility management, integrated pest management, infrastructure, pesticides, facilities, testing, packing/processing procedures.

Section 10.4. Advocacy Committee. Task: seek and engage opportunities to promote Guild interests. Purpose: To develop, implement, and promote a branding program that helps members grow their businesses through increased public awareness, interest, and a general understanding of value the Ohio grown hops brings to the brewing community. Activities:

- Establish/maintain external relationships (regulatory, customers, allied professions/organizations)
- Promote Guild interests through available means (communications, website, attendance at conventions, events, festivals).

Section 10.5. Member Services Committee. Task: facilitate access to resources, bulk purchasing. Purpose: to reduce costs, and improve access to scarce processing resources. Activities:

- Identify and disseminate resource information (infrastructure, plants, fertilizers, pesticides, picking, oasting, pelletizing, testing, cold storage, etc)
- Facilitate bulk purchasing.

Section 10.6. Communications Committee. Task: facilitate access to information. Purpose: to enable members and external stakeholders to access Guild specific information. Activities:

- Establish/maintain website, social media presence.
- Gather/disseminate information from other Guild committees.

ARTICLE VI, EXECUTIVE COMMITTEE

Section 1. Executive Officers. The Executive Committee shall consist of the BOD: Three (3) Directors, Secretary, and Treasurer. All officers must be, or be affiliated with, Regular Members in good standing. The Executive Committee shall have the authority and responsibility to manage, on behalf of the Board, the affairs of OHGG in furtherance of its purpose at and during all intervals between meetings of the Board.

Section 2. Officer Duties

Section 2.1. Chair. The Chair shall preside at all meetings of the Board and of the Guild membership. The Chair shall sign any instruments or documents that may lawfully be executed on behalf of the Board.

Section 2.2. Vice Chair. In the case of the absence or disability of the Chair, or at his/her request, the Vice Chair shall perform all of the duties of the Chair.

Section 2.3. Secretary. The Secretary shall:

- a. maintain official minutes and records of the proceedings of the Board and the Association,
- b. arrange all official correspondence, maintain a binder of the proceedings of OHGG, with meeting agendas, minutes, policies, procedures, Board decisions, and guidelines, and have the binder present at all meetings of the Board and membership, and
- c. also perform other duties and have such authority as shall from time to time be assigned by the Chair or Board.

Section 2.4. Treasurer. The Treasurer shall:

- a. maintain a binder containing financial reports and other proceedings of the Board and membership information,
- b. perform all the Association's financial transactions and keep accurate records of the Association's accounts,
- c. submit financial reports at each board meeting for review and approval by the Board,
- d. submit an annual financial report to the membership at the annual meeting, and
- e. give a financial report to the membership at each membership meeting.

Section 3. Term. All directors shall hold office for three (3) years and until his/her successor is elected and qualified, or until his/her earlier resignation, removal from office, or death. Terms for Secretary and Treasurer are for one (1) year.

ARTICLE VII INDEMNITY

Section 1. Members of the BOD and each officer, employee, agent or volunteer of the Guild shall be entitled to indemnification by the Guild to the fullest extent permitted by Ohio law.

Section 2. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Guild before the final disposition of such action, suit, or proceeding. Such expenses may be authorized by the BOD in a specific case only upon receipt by the Guild of an undertaking by or on behalf of the BOD, officer, employee, or agent to repay any such amount unless it shall ultimately be determined that he is entitled to be indemnified in such amount by the Association.

Section 3. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by agreement, vote of Regular Members or disinterested directors, or otherwise.

Section 4. The BOD shall have the authority to purchase directors and officer's liability insurance.

ARTICLE VIII, AMENDMENTS PROCESS

Section 1. Recommendation for Amendment. These Guidelines may be amended when recommended by an ad hoc by-law committee appointed by the Chair. The Chair shall have the recommended amendments posted on the Association's web site, or mailed to the membership. No amendment to this document shall conflict with the requirements and limitations of Section 501(c)(6) non-profit organizations.

Section 2. Amendment Approval. All Regular Members of the Guild in good standing shall be invited to review the amended by-laws on the web site or by mail and prepare to vote on the amendments as a whole via paper ballot or otherwise within two weeks of posting on the site. Votes received after that date are invalid. A vote of Regular Members in good standing shall decide the issue by a simple majority. The Chair shall see that the official guidelines are so amended (after a legal review), and posted on the Association's web site. The Secretary will maintain a set of all by-laws, past and current.