

Central Oregon Homebrewers Organization

Constitution and Bylaws

Adopted by the Membership March 21, 2012

ARTICLE I NAME & PRINCIPAL OFFICE

Section 1 Name

The name of this organization is the Central Oregon Homebrewers Organization hereinafter referred to as "COHO", or "the Organization", or the "Club".

Section 2 Principal Office

The principal office for the transaction of business is in Deschutes County, Oregon.

ARTICLE II PURPOSE and GOALS

Section 1 Purpose

COHO exists as a means for its members to learn about the science and art of fermentation, and to responsibly enjoy the products thereof.

Section 2 Goals

1. To provide a forum for the members to gather and engage in social activities focused on fermentation, with a common foundation of homebrewing.
2. To learn more about fermentation methods and techniques as well as current and historic styles of fermented beverages.
3. To promote the enjoyment of homebrewing.
4. To be a source of information pertaining to beer, mead, cider, and wine to the community at large.
5. To actively support the local beer, mead, cider, and wine community with the common goal of promoting awareness of the quality products produced in our area.

6. To promote, encourage, and sponsor opportunities to participate in local, regional and national brewing competitions.
7. To progress as an Organization with a positive and responsible attitude.

ARTICLE III MEMBERSHIP

Section 1 Eligibility

Membership in COHO shall be limited to anyone age 21 and older who enjoys fine beers, meads, ciders, or wines.

Section 2 Acceptance and Recognition

All prospective members shall submit an initial application. A prospective member is a Regular Member upon acceptance of the completed, signed application by a COHO Officer and payment of annual dues.

Section 3 Non-Discrimination

Membership in the Central Oregon Homebrewers Organization shall not be denied to any individual on the basis of race, color, creed, national origin, sex, or physical handicap.

Section 4 Participation

Participation in COHO activities is entirely voluntary. Participation in these activities may include the consumption of alcoholic beverages, which may affect perception and reactions. Members shall accept individual responsibility for their conduct and behavior. The Central Oregon Homebrewers Organization shall not assume nor accept responsibility for an individual's actions. Members or guests not of the legal age to consume alcoholic beverages in the State of Oregon shall not be permitted to consume such beverages at COHO meetings or activities. Members assume all responsibility for their guests.

Section 5 Liabilities of Members

Individual members of the Central Oregon Homebrewers Organization shall not be personally liable for debts or obligations of the Organization. No member shall receive compensation for services rendered to the Organization except as specifically approved by the Board of Directors. A member may be reimbursed for expenses reasonably incurred on behalf of the Organization, subject to approval of the Board of Directors.

Section 6 Types of Membership and Voting Rights

All members age 21 and over of a single household may be included in a single membership; in which case the household is eligible to cast only one vote.

There are three types of members:

- **REGULAR MEMBERS** Regular Membership is open to all persons in accordance with Article III, Sections 1 and 2. Each Regular Member of the Central Oregon Homebrewers Organization shall have the right to vote on Organization matters.
- **INSTITUTE MEMBERS** The Board of Directors may award Institute Membership to organizations or companies in exchange for services or other benefits to the Central Oregon Homebrewers Organization. Institute members shall not have voting rights and are not eligible to become Officers. Institute membership expires one year from the date awarded by the Board of Directors and may be renewed at the discretion of the Board of Directors.
- **LIFETIME MEMBERS** Lifetime membership may be awarded to individuals in recognition of extraordinary contributions of service to the Central Oregon Homebrewers Organization. Lifetime membership shall be offered upon a vote of the Organization membership with a minimum affirmative vote by eighty percent (80%) of the votes cast. Lifetime members shall have the right to vote on Organization matters.

Section 7 Membership Period and Renewal

Membership, except lifetime membership, shall be for twelve (12) calendar months; i.e. membership expires at the end of the 12th month following the month in which dues were last paid. Regular Members may renew their membership by payment of the prescribed annual dues.

Section 8 Membership Dues

Membership dues shall be determined by the Board of Directors.

A Regular Member is a member only if current annual membership dues have been paid.

Section 9 Membership Cards

Each member shall receive a membership card and may enjoy all benefits associated with membership in the Organization. Each membership card shall contain as a minimum the member's name and expiration date of membership. The card shall be required for all discounts and voting privileges except where waived by the Board of Directors or vendor.

Section 10 Membership Obligations

Each member is requested to bring homebrew, which he/she made, to at least one meeting or other Club event per year. He or she is also required to contribute time to at least one Club event per year.

Examples of time contributions are:

- Providing assistance in planning, preparation, or clean-up of major COHO events such as club brew sessions, pub trips, fund raisers, etc.
- Working on a homebrew competition in coordinating, preparation, stewarding, judging, and clean-up. Entering a beer in competition is not considered a contribution of time.
- Presenting talks, lectures, or acting as discussion leader on homebrewing topics at meetings or authorship of such articles submitted to the COHO newsletter.

This is to be enforced by the honor system.

Section 11 Suspension and Removal of Members.

Each member is expected to maintain responsible conduct at Organization events. In the event a member does not maintain proper conduct, Sergeant-at-Arms or a member of the COHO Board of Directors will take immediate and appropriate corrective measures. This may include the suspension or expulsion of the member as deemed appropriate by a unanimous vote of the Officers.

A member may be expelled at the discretion of the Board of Directors from the Central Oregon Homebrewers Organization 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 noticeably intoxicated; or inflicting damage to a host's facilities.

ARTICLE IV VOTING AND ELECTIONS

Section 1 Eligibility

All members with voting rights as described under Article III, Section 6 and who have paid current dues, shall be eligible to vote. A Quorum, as defined in Article IV, Section 3, shall be present for any action requiring a vote.

Section 2 Items Put To Vote

The following items shall be decided by vote of the membership at a regularly scheduled meeting:

1. Election of Officers (Plurality of votes cast)
2. Annual budgets (67% of votes cast)
3. New lifetime memberships (80% of votes cast)
4. Changes to these Bylaws (67% of votes cast)
5. Setting an expenditure threshold for discretionary spending by the Officers (67% of votes cast)
6. Spending of funds greater than that threshold (80% of votes cast)
7. Any other matters proposed by an Officer of the Organization (80% of votes cast)

Section 3 Quorum

At least two Officers including either the President or Vice President and fifteen percent (15%) of the eligible voting membership as affirmed by the Secretary or Treasurer shall be considered a quorum.

A quorum at a Board of Directors meeting shall consist of three or more Directors.

Section 4 Annual Election Dates

Elections shall be held annually during the October monthly meeting, with the term of new Officers starting at the beginning of the January monthly meeting.

Sections 5 Nominations

Nominations may be made by, and for any Regular Member as defined in Article III, Sections 1, 2, and 6. Nominations will open during the July membership meeting. Final nominations are to take place during the September monthly meeting. The method of collecting the nominees' names shall be determined by the President or presiding Officer at those meetings.

Section 6 Voting Method

1. Elections of Officers shall be by controlled ballot.
2. In the event a candidate is running for office uncontested, the Secretary may cast a single vote in favor of the candidate on behalf of the membership at large.
3. Votes on other issues may be conducted by any appropriate method that insures a fair determination of a majority decision of eligible voting members as determined by the-Board of Directors.

ARTICLE V GOVERNMENT

Section 1 Supreme Law

All legislative and executive powers shall be given to and controlled by the Board of Directors. The Board of Directors shall consist of the elected Officers.

Section 2 Officers

The following positions constitute the Board of Directors of the Central Oregon Homebrewers Organization:

- President
- Vice President
- Secretary
- Treasurer
- Sergeant-at-Arms

Section 3 Responsibilities of Officers

The President Shall:

- uphold the Constitution and Bylaws of the Organization.
- interpret the Constitution and Bylaws of the Organization when necessary.
- be responsible for securing the meeting place.
- be responsible for planning the meetings and arranging for topical discussions, demonstrations, or guest speakers.
- review the financial records of the Organization on a regular basis and have access to the COHO bank account.
- correspond with other clubs and appropriate bodies relative to club Organization matters.
- be an ex officio member of all committees
- be responsible for forming committees when necessary.

The Vice President Shall:

- assist the President.
- organize the tasting portion of the meeting and insure that there is an adequate supply of beer, mead, cider, or wine.
- coordinate social activities of the Organization as head of the activities committee.
- be responsible for organizing monthly group brews. This responsibility consists of identifying a host, head brewer, and assistant brewer.

The Secretary Shall:

- maintain the membership list with assistance by the Treasurer.
- issue membership cards with assistance by the Treasurer.
- assist the President in corresponding with other clubs and appropriate bodies relative to Club matters.
- record meeting minutes, archive pertinent COHO documents in digital format, provide Webmaster with current data as necessary.
- organize and conduct the annual election of Officers with assistance from the Sergeant-At-Arms.

The Treasurer Shall:

- account for the Organization's income and expenses and maintain appropriate records.
- collect membership dues and other monies.
- ensure that funds received are properly deposited.
- be responsible for disbursement of funds and payment of debts.
- report to the Membership and the Board of Directors on matters regarding the Organization's financial status.

The Sergeant-At-Arms Shall:

- ensure that due courtesy is given to all people who are acting in the interests of the Organization.
 - ensure that order is preserved at Organization functions.
 - maintain meeting attendance records
 - assist the Secretary with the election process to ensure and validate member voting rights.
- Assist the Secretary as necessary in conducting the annual election of Officers.

Section 4 Removal

Any Officer of the Organization may be removed by a vote of a majority of the members. Notification to the membership that an election will be held on the removal of an Officer must be included in the regular notice of the monthly meeting. The remaining Officers shall select a replacement for the position of the removed Officer in accordance with Article V, Section 5.

Section 5 Vacancy

Upon a vacancy of any Board of Directors position, the remaining Officers shall select a Regular Member to fulfill the responsibilities of the vacant office for the remainder of the term.

Section 6 Terms of Office

Elected Officers' terms shall run from the beginning of the January monthly meeting following the annual election, to the following January meeting in accordance with Article IV, Section 4. There is no limit to the number of terms an elected Officer may serve provided he or she is elected in accordance with Article IV.

Section 7 Conflict of Interest

No Board of Directors member shall vote on any motion in which such Board member has a direct or indirect financial interest.

Any board member having a financial interest in a motion presented shall disclose to the Board at the beginning of discussion on the motion the facts, nature, and extent of

such financial interest. Such disclosure shall include the Board member's financial interest as a partner, limited partner, shareholder, Officer, director, or employee of any corporation or entity associated with the presented motion.

ARTICLE VI MEETINGS

Section 1 Annual Meeting of Board of Directors and Officers Elect

The COHO Board of Directors shall have an Annual Meeting following the October regular monthly meeting and prior to the November regular monthly meeting. The agenda shall include a review of the current Constitution and Bylaws, establishment of goals/objectives for the coming year, and preparation of a proposed annual budget for consideration and approval by the membership at the November meeting.

The Officers Elect for the coming year shall be invited to attend and provide input to the Board of Directors regarding these matters.

Section 2 Annual Membership Meeting

The Organization shall have an Annual Membership Meeting during October of each year. This meeting is subject to Notice of Meetings, Article VI Section 5. Notification of the meeting shall include an agenda for the meeting. The agenda shall include the election of Officers and approval of the next fiscal year's budget. The membership will also approve the amount that the Officers may spend on an activity without requiring an additional vote of the membership.

Section 3 Regular Monthly Meetings

Regular monthly meetings will be held unless otherwise determined by the Officers. Monthly meetings are to include any items that require membership approval and new business brought up by members for consideration. Meetings shall be held on the third Wednesday, at 6:30pm, each month unless otherwise scheduled by the Board of Directors.

Section 4 Monthly Group Brews

Regular group brews are an important educational aspect of the Club and shall be held monthly unless otherwise determined by the Board of Directors. Group brews will be held on the first weekend of the month and will alternate between Saturdays and Sundays unless otherwise scheduled by the Board of Directors. Group brews will be organized by the Vice-President with assistance from the activities committee. Group brews will require a host, head brewer, and assistant brewer. These positions can be filled by any member and shall rotate among volunteering members from month to month. Group brews will be a minimum 10 gallon batch that can be brewed on a member's system or the COHO system. Ingredients for the brew will be provided by COHO and the host will receive 5 gallons, while the club receives the other 5 gallons.

Section 5 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.

Section 6 Meeting Procedure and Line of Succession

The President of the Central Oregon Homebrewers Organization shall be the presiding Officer at COHO meetings. In the absence of the President, the order of succession as presiding Officer shall be Vice President, Secretary, or Treasurer in that order. 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 previous monthly meeting, Treasurer's report, 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, COHO business may be tabled until the next business meeting.

ARTICLE VII COMMITTEES

Section 1 Executive Committee

Membership The Executive Committee consists of the Officers and the immediate Past President.

Responsibilities The Executive Committee may make decisions on behalf of the Organization when a full membership 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 for approval. A quorum for such actions shall consist of three Executive Officers including either the President or Vice President.

Section 2 Other Committees

Website Committee

- Establishes and maintains an internet website which benefits the Organization.
- Updates the Organization's website on a regular basis ensuring that the domain name and hosting service accounts remain in good standing.
- A designated Webmaster may solicit and appoint other members of the Organization to assist with Website operation and/or maintenance.

Events Committee

- Plans and organizes major club social activities. Social activities at a minimum consist of one Annual Picnic/Camping trip, and one Holiday party.
- Assists the Vice-President in organizing monthly group brews.
- Organizes Club raffles and other fund raising activities.

Competition Committee

- Organizes a minimum of one annual sanctioned homebrew competition
- Organizes a Club quarterly competition.
- Notifies the Club of any other competitions.

Education Committee

- Promotes the educational programs of the Cub such as brewing sessions, lectures, workshops, etc.

Food Committee:

- Organizes and arranges the availability of food and beverages at COHO functions.
- Proposes a budget for food and beverages for Club events to be considered as part of the Organization's annual budget.

Quartermaster

- Is appointed at the discretion of the Board of Directors.
- Maintains a list of all property owned by COHO.
- Maintains a register of items loaned or entrusted to members.
- Is responsible for the safe keeping and proper functioning of COHO property.
- Reports to the Vice President regarding damaged or missing property.
- Ensures that damaged property is returned to its proper functional condition with assistance of the Vice President or President as necessary.
- May appoint assistant(s) as necessary.

Ad hoc committees:

- Ad hoc committees may be necessary for special events and may be established at the request of the President and with approval of the Officers.
- The President shall appoint the chairperson and members of an ad hoc committee.
- Ad hoc committee members must be members in good standing with the Organization.

ARTICLE VIII FINANCES

Section 1 Payment of Dues

Dues are collected by the Treasurer. Dues may be paid in cash, money order, personal check, traveler's check, or any other cash based negotiable media. A receipt will be issued upon payment.

Section 3 Reporting

1. The Treasurer shall report the financial status of the club at regular meetings.
2. The Treasurer shall cooperate fully with the President in any audit or review of the financial records.
3. Financial records shall be made available to all members in good standing upon request.

Section 4 Fiscal Year

The fiscal year of the Central Oregon Homebrewers Organization is January 1 through December 31.

Section 5 Annual Budget

A draft annual budget for the next fiscal year shall be proposed by the Treasurer for consideration by the Board of Directors at the Annual Board of Directors Meeting.

Section 6. Disposition of Assets.

Should the Central Oregon Homebrewers Organization 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 including, but not limited to, other home brewing Organizations established in the State of Oregon.

ARTICLE IX GENERAL PROHIBITIONS

1. No activities of the Club shall include conducting or distributing propaganda, participation or intervention in political activity on behalf of any candidate for public office. Notwithstanding the above, COHO may participate in legislative activity only to the extent that such activity furthers the purposes for which COHO is established.
2. COHO shall not be organized or operated for profit.

ARTICLE X BYLAWS ACCEPTANCE AND AMENDMENT

Section 1 Acceptance

All members shall agree to abide by these bylaws.

These Bylaws are approved and adopted upon majority vote of the current membership.

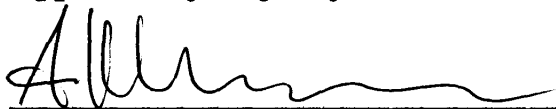
Section 2 Amendment.

Any member or members may petition for a change or amendment to these Bylaws. The petition must be presented in writing and introduced at a regular COHO meeting. The proposed changes or amendments shall be published for review by the membership, in the newsletter, or by an e-mail to all members at least thirty days prior to the meeting at which the changes will be voted on as per Article IV, Section 2.

Section 3 Copies of Bylaws.

A copy of new or amended Bylaws shall be posted to the club website within thirty (30) days of their approval and an e-mail message containing update notification shall be sent to all members.

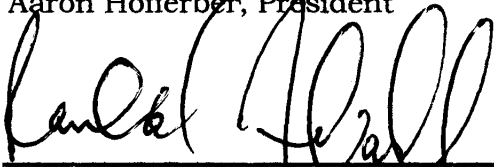
Approved by majority vote of the Membership on March 21, 2012; attested:



Aaron Hofferber, President

3-21-12

Date



Randall Fladung, Vice President

3/21/12

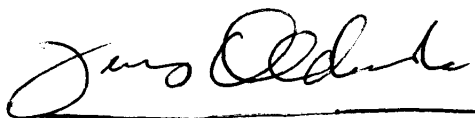
Date



Lee Klemp, Secretary

3-21-12

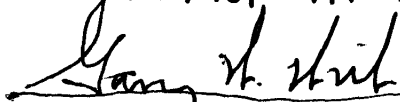
Date



JERRY OLDRIDGE

3-21-12

SERGEANT AT ARMS



GARY W. WIRT, TREASURER

3/21/2012