

CONSTITUTION AND BY-LAWS OF RED EARTH BREWERS

ARTICLE ONE: NAME AND PURPOSE

Section 1. Name

The name of the organization shall be Red Earth Brewers.

Section 2. Purpose

The purpose of Red Earth Brewers shall be to:

- a) Engage in activities that promote the homebrewing;
- b) Provide education to members to help improve their brewing;
- c) Promote the dissemination of knowledge in the art of brewing;
- d) Encourage and recognize individuals dedicated to the brewing arts;
- e) Foster the responsible use of the products of our craft;
- f) Build social relationships with those who share these goals;
- g) Celebrate the fruits of our labors; and
- h) Give back to our community.

ARTICLE TWO: MEMBERSHIP

Section 1: Eligibility

Red Earth Brewers is open to all individuals who are at least 21 years of age, have a significant interest in brewing, remit annual dues and are prepared to participate within the confines of these bylaws.

Section 2: Duration

Membership is based on a January-to-December cycle.

Section 3: Dues

The amount of any annual dues shall be voted on by the body. Dues may be paid annually or semi-annually. Refunds will not be given under any circumstances.

Section 4: Nondiscrimination

Red Earth Brewers does not discriminate on the basis of race, sex, color, national origin, religion, creed, ancestry, veteran status, marital or parental status or sexual orientation.

Section 5: Visitors/Guests

Anyone who is generally eligible for membership is welcome to sit in at club meetings without having to join first. This participation is limited to three meetings and does not include any member privileges listed below.

Section 6: Termination

The Board of Directors outlined below may terminate the membership of any member who, in the judgment of the Board of Directors, conducts himself or herself in a manner detrimental to Red Earth Brewers or contrary to its stated purposes. Terminations may occur at any time.

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ARTICLE THREE: GOVERNANCE

Section 1: Officers

The officers of Red Earth Brewers shall consist of a President, Vice President, Secretary/Treasurer, and Communications Chair. The Communications Chair shall serve as a non-voting board officer.

Section 2: Board of Directors

The Board of Directors shall consist of the officers and two members-at-large elected by the membership.

Section 3: Election

Election of officers, with the exception of the Communications Chair, shall take place at the Red Earth Brewers' September meeting. Any member in good standing shall be eligible to be nominated and elected as an officer. Nominations may be made by submitting the nominee's name to the Board of Directors or a duly appointed elections officer prior to the September meeting. Any contested elections shall be conducted by secret ballot. All members in good standing shall be eligible to vote.

The Communications Chair shall be appointed by the President, subject to the approval of a majority of the Board of Directors. Any member in good standing that is capable of fulfilling the duties of the position may be appointed.

Section 4: Terms of Office

No officer, with the exception of the Communications Chair, may serve more than two (2) consecutive terms in the same office. Term length is two (2) years. President, Secretary/Treasurer, and one (1) member-at-large will be elected in odd numbered years, while Vice President and one (1) member-at-large will be elected in even numbered years. The Communications Chair may serve until they either resign, or are removed from office per Section 6.

Section 5: Vacancy

If a vacancy on the Board of Directors occurs, the President may appoint any member in good standing to fill said vacancy, subject to approval of the Board of Directors and ratification by the full membership at the next membership meeting. When a vacancy occurs in the office of President, the Vice President shall immediately succeed thereto. In the event of concurrent vacancies in the offices of both President and Vice President, the Board of Directors shall appoint regular members in good standing to fill both vacancies, subject to ratification by the full membership at the next membership meeting.

Section 6: Removal from Office

Any officer, as determined by a majority of the voting members of the Board of Directors, found not performing his/her duties or engaged in conduct detrimental to the group may be removed from

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office, subject to the approval by a majority vote of the membership at the next membership meeting following a report from the Board of Directors to the membership.

Section 7: Leave of Absence

A leave of absence may be imposed or granted by the Board of Directors when a situation arises that prevents an officer from performing his/her duties. The Leave of Absence may be requested by the officer or the Board of Directors. A Leave of Absence will last no shorter than 30 days, and no longer than 6 months without re-evaluation for reinstatement or dismissal and re-appointment. Leaves of absence may be renewed at the Board's discretion. If a Leave of Absence on the Board of Directors occurs, the President may appoint any member in good standing to fill said vacancy (full or in part), subject to approval of the Board of Directors and ratification by the full membership at the next membership meeting. When a Leave of Absence occurs in the office of President, the Vice President shall immediately assume the duties of the President and appoint a member in good standing to assume (full or in part) the duties of Vice President subject to approval of the Board of Directors and ratification by the full membership at the next membership meeting. While on Leave of Absence, the officer will refrain from conducting club business until being reinstated by the Board of Directors. At the appropriate time, the officer on Leave of Absence may request to be reinstated by the Board of Directors. A majority vote of the Board of Directors is required to grant a Leave of Absence or reinstate the officer to his/her position. An officer reinstated to his/her elected position will not require approval from the club membership.

ARTICLE FOUR: DUTIES OF ELECTED OFFICERS

Section 1: President

The duties of the President shall be as follows:

- a) To uphold the Constitution of Red Earth Brewers;
- b) To interpret the Constitution of Red Earth Brewers, when necessary;
- c) To establish the calendar and agendas for future meetings;
- d) To call meetings to order and conduct them in an orderly manner;
- e) To call for special meetings when necessary;
- f) To form committees when necessary;
- g) Shall be an ex officio member of all committees; and
- h) Serve as the group's liaison with the American Homebrewers' Association.

Section 2: Vice President

The duties of the Vice President shall be as follows:

- a) To assist the President with his/her duties;
- b) To coordinate and organize Red Earth Brewer competition efforts; and
- c) If the President is absent from a meeting, to preside over the meeting and assume the powers of the President for that meeting.

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Section 3: Secretary/Treasurer

The duties of the Secretary/Treasurer shall be as follows:

- a) To take minutes of all Board of Directors and membership meetings;
- b) To maintain a file of all minutes, membership applications and other relevant documents;
- c) To administer the group's finances;
- d) To collect and document dues and other monies owed to the society;
- e) To manage the club's checking account and arrange for the President, Vice-President and Secretary/Treasurer to have check signing authority.
- f) To fill all necessary paperwork with the IRS, State Tax Commission, Secretary of State, etc.
- g) To maintain the inventory of any club-branded items for sale (glasses, t-shirts, etc.)
- h) If the President and Vice President are both absent from a meeting, to preside over the meeting and assume the powers of the President for that meeting.

Section 4: Communications Chair

The duties of the Communications Chair shall be as follows:

- a) To serve as the club webmaster;
- b) Maintain the club social media log-in information
- c) Disseminate club news via the website and social media as necessary.

Section 5: Members-At-Large

The duties of the Members-At-Large shall be as follows:

- a) Serves on the board of Directors, as a voting member, representing the wishes of the greater membership;
- b) To present the concerns of members to the board;
- c) Steward Monthly Meetings
 - i) Ensure Members Sign in
 - ii) Ensure the Sign in Sheet is returned to the President before the meeting is over.

ARTICLE FIVE: MEETINGS

Section 1: Meetings

The President shall be in charge of establishing an agenda for and presiding at all club and Board of Directors meetings.

Section 2: Quorum

The voting quorum at a membership meeting shall be twenty percent (20%) of the paid membership at the time of the meeting. The voting quorum at a Board of Directors meeting shall be one-half of the Board of Directors, plus one.

ARTICLE SIX: CLUB PROPERTY

Section 1. Club Property

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All elected officers and any members, upon completion of their term in office or assignment, shall return to the Red Earth Brewers any and all property deemed important to the operation and history of, and belonging to, the group. Such property shall include, but not be limited to, any tangible property purchased by or donated to Red Earth Brewers, documents, artwork, email lists and log-in information for the club's website and social media sites.

ARTICLE SEVEN: MEMBERSHIP PRIVILEGES AND RESPONSIBILITIES

Section 1: General

All members in good standing shall be permitted access to club meetings, website, sanctioned events, club brewing projects and all other activities in which the club is participating.

Section 2: Voting Rights

Each member in good standing shall have one vote in the affairs of the club, including officer elections and any major decision on official business of the group.

ARTICLE EIGHT: LEGAL RESPONSIBILITIES

Section 1: Liability/Hold Harmless

Each member's participation in the club is strictly voluntary. Each member agrees to indemnify and hold harmless the Red Earth Brewers, its officers and its members for any damages incurred through participation in the club. Each club member as a condition of membership shall sign a liability waiver each year.

Section 2: Personal Liability

- A. Members may not enter the club or any of its members into any legal contracts.
- B. Each member realizes that participation in club activities may involve the consumption of alcoholic beverages, which may affect perception and reactions. All members must obey all pertinent laws relating serving alcohol to minors, driving while impaired, etc.
- C. Each member is responsible for his/her own conduct and actions, as well as those of their guests and accepts sole responsibility and liability for their behavior.
- D. Homebrewing is legal in the State of Oklahoma, provided the brewer has the appropriate license from the ABLE Commission. All Red Earth Brewers members are strongly encouraged to be properly licensed.

Section 3: Corporate Liability

Individual members, including officers, shall not be responsible for any debt or obligation incurred by Red Earth Brewers as an organization.

ARTICLE NINE: DISSOLUTION

In the event of the dissolution of Red Earth Brewers, all of the remaining assets and property of the organization shall, after payment of necessary expenses, be distributed either to the members in

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good standing at the time of dissolution or to such organization as shall qualify under Section 501 C (3) of the internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Law or to the Federal Government, a State or Local government for public purpose, subject to the approval of a court of competent jurisdiction within the State of Oklahoma.

ARTICLE TEN: AMENDMENTS

Section 1: Vote Required

This Constitution may be amended at any time by a two-thirds (2/3) vote of those members voting. Any votes will take place at a regularly-scheduled membership meeting.

Section 2: Amendment Process

Any individual, or the Board of Directors, may make a motion to modify this Constitution. If an individual is making the motion, he/she must either submit it in writing to the Board of Directors or bring it as a motion at a regular membership meeting. The proposed amendment must be submitted to the group membership at least two (2) weeks prior to being voted on.