

BYLAWS  
OF  
HOP RESEARCH COUNCIL  
A Colorado Nonprofit Corporation

ARTICLE I

NAME

The name of this Colorado nonprofit corporation shall be Hop Research Council, hereinafter referred to as the "Council."

ARTICLE II

OFFICES

The principal office of the Council shall be located in Golden, Colorado, and may be, but need not be, identical with the registered office of the Council. The Council may have offices at such places within or without the state of Colorado as the Board of Directors may determine from time to time.

ARTICLE III

PURPOSE

The purpose of the Hop Research Council shall be to solicit and provide funds for scientific investigation and research related to the agricultural production and quality of hops produced in the United States.

ARTICLE IV

MEMBERSHIP

Section 1. Eligibility for Membership. Any individual, association, firm or Council actively engaged or interested in the growing, production, supplying of goods or commercial services to hop growers, to hop processors, to hop research institutes, to hop handlers or to brewers shall be eligible for Membership in the Council.

Section 2: Classes of Membership. The Membership of the Council shall be divided into classes, each characterized by activity, dues obligations and minimum support level as follows:

<u>CLASSES</u>	<u>MINIMUM SUPPORT LEVEL/YEAR</u>	<u>ADMIN. DUES (ADDITIONAL)</u>
Regional Grower Association and State Hop Commissions	\$735 per mi. lb. sold	\$450
Handlers	\$735 per mi. lb. sold	\$900
Brewers	\$1,350 per mi. bbl. sold	\$1,350
Others	\$1,200	\$100

SECTION 3: Member Representative, Proxy Execution.

- a. A corporation or any partner of a partnership or the owner in the case of individual ownership admitted to Membership in the Council shall at the time of admission, designate in writing and file with the Council the name of a Member representative, who shall, at the time of his appointment and so long as he is the Member representative, be employed by and actively engaged in the operation of the Member, and who shall be authorized and empowered to act in all dealings with the Council as well as to vote Membership at all biennial or special meetings of the Council. A corporation or any partner of a partnership or the owner in case of individual ownership may change the Member representative at any time by cancelling the authority of such Member representative, and designating some other person to act as a member representative.
- b. Nothing in these Bylaws shall be considered to limit the right of any corporation Member or any partner of a partnership or the owner in case of individual ownership to execute a proxy to any person other than the Member representative to vote at any meeting of the Council, but in the absence of such proxy such Member representative shall be deemed to have full voting rights.

Section 4. Application for Membership. Application for Membership shall be made on forms provided by the secretary of the Council and all applicants shall therein agree to abide by the by laws and rules of the Council and all amendments and additions that may in due form be made thereto. An affirmative vote of at least a majority of all Members of the Council shall be required to elect an applicant to Membership which vote may be taken by mail ballot or at any regular of special meeting of the Council.

## ARTICLE V

### DUES AND SUPPORT LEVEL

Section 1. Dues Obligations. Members of each class shall pay administrative dues on or before December 15th of each year at the rates set out in Section 2 of this Article V.

Section 2. Adjustment of Dues. When, in the judgement of the Directors of the Council, the regular dues from the Members for any fiscal period are less than the amount necessary to meet the operating expenses of the Council, the Directors shall, for the succeeding fiscal period, propose a revision of the schedule of dues set out in Article IV, Section 2 of the Bylaws to meet more nearly the actual cost of operation of the Council. The Council has no authority to assess dues to cover the cost, in whole or in part, of grants given by the Council to cover the cost, in whole or in part, of grants given by the council for scientific research and investigation.

Section 3. Support Level. Grants for scientific research and investigation as are provided by the Council are to be funded by voluntary contributions by the Members, subject to the minimum levels set out in Section 2 of Article IV.

Section 4. Payment of Support Money. Payment of the support money amount may be made in up to four equally spaced installments. The last installment shall be made no later than December 15th of the pledge year.

## ARTICLE VI

### MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting of Membership. There shall be an Annual Meeting of the Membership of the Council to be held, if feasible, at a time and place to coincide with the Annual Convention of Hop Growers of America, Inc., in January or February of each year, or shall be held at a time and place as may be determined by the Directors. At the annual meeting, the budget for the current fiscal year shall be determined by the Membership.

Section 2. Special Meetings of Membership. Special Meetings of the Membership may be called by the president at any time and are required to be called upon written request of no less than fifty (50) percent of the Membership. Notice of Special Meeting shall be sent to the Membership, by mail, not less than thirty (30) days nor more than ninety (90) days before the meeting.

Section 3. Quorum and Voting at Meetings of the Membership. Fifty (50) percent of the Membership shall constitute a quorum for the transaction of business at a meeting of the Membership, represented either in person or by written proxy. Each Member in each classification of Membership shall be entitled to cast one (1) vote on each matter submitted to a vote of the Membership. A member may vote in person or by written proxy and, a quorum being present, all matters brought to a vote shall be decided by the vote of the majority of Members voting. Any Member who is in arrears of payment of dues or of scheduled pledged support amounts for 60 days shall not have the right to vote in person or by proxy until such arrearage is paid and such Member may also be terminated as a Member of the Council by affirmative vote of 2/3 of the Members present at a regular meeting or special meeting of the Membership of the Council.

## ARTICLE VII

### BOARD OF DIRECTORS

Section 1. General powers of the Board of Directors. The property, funds and affairs of the council shall be controlled by the Board of Directors.

Section 2. Number of Directors. The Board of Directors shall consist of four (4) Members of the Council.

Section 3. Term of Office of Directors. The term of office of Directors shall be two (2) years from the date of election, except in the case of a Director filling a vacancy.

Section 4. Election of Directors. The Directors shall be elected by the vote of a majority of the Members of the Council at each Annual Meeting of the Membership.

Section 5. Reports. At the annual meeting of the Council, the following reports shall be submitted:

- a. The Secretary shall submit the Minutes of the previous meeting of the Council for approval or amendment by the Membership.
- b. The President shall submit a report of the activities of the officers since the previous meeting.
- c. The Treasurer shall submit a financial report.

Section 6. Resignation of Directors. Any Director may resign at any time by giving written notice to the President or Secretary of the Council.

Section 7. Removal. At a meeting of the Membership expressly called for that purpose or at an Annual Meeting, any individual Director, may be removed from office without assignment of cause by a majority vote of the Members present, provided, however, those present constitute a quorum.

Section 8. Vacancies on Board of Directors. The President may, with the approval of the Board of Directors, appoint Members of the Council to fill vacancies on the Board of Directors. An appointee shall serve until the next Annual Meeting of the Council at which time he will be exigible for election to fill the unexpired term of his predecessor in office.

## ARTICLE VIII

### MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings of the Board of Directors. Regular Meetings of the Board of Directors shall be held at least one (1) time per year. The date, time and place of regular meetings shall be in accordance with policy formulated by the Board.

Section 2. Special Meetings of the Board of Directors. Special Meetings of the Board of Directors may be called at any time by the President or the Vice President or at the written request of three (3) Members of the Board. The date, time and place of special meetings shall be in accordance with Section 3 of this Article.

Section 3. Notice of Meetings. Notice of the regular meetings of the Board of Directors need not be given. Written notice of each Special Meeting setting forth the time, place and purpose of the meeting shall be given to each Director not less than seventy-two (72) hours prior to the time fixed for the meeting.

Section 4. Quorum. At meetings of the Board of Directors, a majority of the Directors fixed by these Bylaws shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the Directors in attendance shall be the acts of the Board.

## ARTICLE IX

### OFFICERS

Section 1. Titles and Number. The Officers of the Council shall be the President, Vice President, Secretary and Treasurer.

Section 2. Election and Term of Office of Officers. The Officers of the Council shall be elected by the Council Members at the Annual Meeting of the Council and shall hold office for a period of two years or until the election and qualification of their successors. The Officers shall serve without compensation.

Section 3. Vacancies Among Officers. Should a vacancy occur among the Officers of the Council, the President shall, with the approval of the Board of Directors, appoint a Director to fill the vacancy. The appointee shall serve for the balance of the unexpired term of his successor.

Section 4. Removal. Any Officer may be removed from office by affirmative vote of at least 2/3 of the Members of the Board of Directors.

Section 5. Duties of Officers. The Duties of Officers shall be as follows:

- a. President. The President shall be the Chief Executive Officer of the Council and shall have general supervision of the business of the Council. He shall preside at all meetings of the Membership and board of Directors and discharge the duties of presiding officer; shall present, at each Annual Meeting of the Council, a report of the business of the Council for the preceding fiscal year; and shall perform whatever other duties the Board of Directors may from time to time, prescribe.
- b. Vice President. The Vice President of the Council shall have such powers and perform such duties as the Board of Directors may, from time to time, prescribe, or as the President may from time to time, delegate to him. At the request of the President, the Vice President may in the case of the absence or inability of the President act, act temporarily in his place. In the case of the death of the President or in case of his absence or inability to act without having designated the Vice President to act temporarily in his place, the Board of Directors shall designate the Vice President to perform his duties.
- c. Secretary. The Secretary shall keep, or cause to be kept, in books provided for the purpose, the Minutes of the meetings of the Membership and Board of Directors; shall be custodian of the records and the execution of which, on behalf of the Council, is duly authorized and in accordance with the provisions of these Bylaws; and, in general, shall perform all duties as may, from time to time, be assigned to him by the President or the Board of Directors. In the absence of the Secretary or his inability to act, the President shall, with approval of the Board of Directors, designate a Director to act in his place.

- d. Treasurer. The Treasurer shall have custody of corporate funds and securities. He shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies or other valuable effects in the name of the Council to the credit of the Council in a depository or depositories designated by the Board of Directors. He shall disburse the funds of the Council and shall render to the President or the Board of Directors, whenever they may require, an account of his transactions as Treasurer and of the financial condition of the Council. He shall have such other powers and perform such other duties as be, from time to time, prescribed by the President or Board of Directors. In the absence of the Treasurer or his inability to act, the President shall, with the approval of the Board of Directors, designate a Director to act in his place.

## ARTICLE X

### FISCAL YEAR

The Fiscal Year of the Council shall begin on the first day of January and end on the last day of December.

## ARTICLE XI

### DISSOLUTION

Dissolution of the Council shall require the affirmative vote of at least two-thirds of the Members present at the annual meeting or a special meeting called specifically to consider dissolution of the Council. Irrespective of the provisions contained in Article VI, a vote to dissolve the council, shall not be taken unless all Members of the Council have received 60 days notice of the proposed vote to dissolve the Council, said notice to be made by registered mail. Dissolution may be proposed by the President, by any group of three officers or by any group of five Members of the Council.

In the event of the dissolution of the Council, the residual assets will be turned over to an organization which is itself exempt under Section 501 of the Internal Revenue Code, and none of its assets shall be distributed to or inure to the benefit of any private individual.

## ARTICLE XII

### LIMITATIONS

No Member of the Council shall be entitled to any interest on any property, funds, or net earnings of the Council which shall vest solely in the Council, and shall not inure to the benefit of any Member or individual. No part of the activities of the Council shall involve attempts to influence legislation, and the Council shall not participate in any way in political campaigns on behalf of any candidate for public office.

## ARTICLE XIII

### AMENDMENTS

These Bylaws shall be and remain in full force and effect unless repealed or amended by affirmative vote of at least 2/3 of the Members present at the Annual or Special Meeting of the Council.

These Bylaws were passed by the Members of the Board of Directors of the Hop Research Council, Inc. on the 4th day of August, 1986 and supersede all previous Bylaws of this Council.

Directors, Hop Research Council

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(signed 7-13-87)

Paul Hoskins, President

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(signed 6-2-87)

Morten Meilgaard, Vice President

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(signed 6-2-87)

Darwin Davidson, Secretary

\_\_\_\_\_  
(signed ??-?-87)

Ron Brulotte, Treasurer

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October 6, 1989