

CODE OF REGULATIONS
OF
THE SCIOTO, OLENTANGY, AND DARBY ZYMURGISTS, INC.

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ARTICLE I

Name, Location, and Purposes

Section 1.01 Name

The name of the Corporation shall be “The Scioto, Olentangy, and Darby Zymurgists, Inc.”

Section 1.02 Location

The principal offices of the Corporation shall be located in the City of Columbus, County of Franklin, State of Ohio.

Section 1.03 Purposes

The purposes of the Corporation shall be as follows:

1. To promote the recreational pleasures of being a homebrewer;
2. To provide a forum where fellow homebrewers can meet and interact;
3. To acquire information about homebrewing for dissemination to the Members;
4. To provide to the Members instruction in the art of homebrewing;
5. To publish a newsletter reporting upon homebrewing-related topics; and
6. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be conducted by a corporation not for profit under Chapter 1702 of the Ohio Revised Code. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(C) of the Internal Revenue Code and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

ARTICLE II

Membership Classes and Qualifications

Section 2.01 Non-Discrimination

No person eligible for membership in the Corporation shall be denied admission on the basis of race, sex, national origin, age, physical handicap, or political ideology.

Section 2.02 Member

A Member shall be any natural person who is duly admitted to the Membership of the Corporation who has paid the Membership dues applicable, is of legal drinking age, and who complies with the provisions of these Regulations.

Section 2.03 Dues and Fees

The cost of the annual dues of the Corporation shall be recommended by the Board of Trustees and approved by simple majority vote of the Members after the applicable notice has been given. Suggested changes in the amount of the dues may be made from time to time in the discretion of the Board of Trustees, provided that the applicable notice period is observed.

Notice of a proposed increase in dues shall be given at least twenty-one (21) days in advance of the vote to increase such dues. Notice may be given orally if given at a regularly scheduled general meeting, by separate writing, or by publication in the Corporation's newsletter.

Dues associated with renewal of Membership become payable on the anniversary date of the Member in question. A Member failing to pay Membership dues when accrued shall no longer be a Member in good standing of the Corporation and shall not be entitled to any of the benefits of Membership. A fifteen- (15) day grace period after the anniversary date shall be allowed to the Member.

Section 2.04 Reinstatement

A Member formerly in good standing, though currently not in good standing because of failure to pay accrued dues, may reinstate his/her Membership upon payment of the dues accrued, but shall not be entitled to any benefits for the period during which the dues were in arrears.

Section 2.05 Disciplinary Action

A Member may be expelled from the Corporation for failure to abide by the Articles of Incorporation, these Regulations, or for good cause shown, as determined in the sole discretion of the Board of Trustees, after the said Member has been afforded reasonable notice and opportunity to defend himself/herself. Any other statement in these Regulations to the contrary notwithstanding, an expelled Member may only be reinstated with the written approval of the Board of Trustees.

ARTICLE III

Meetings of Members

Section 3.01 Regular Meetings

There shall be at least nine (9) regular monthly meetings of the Members, to be held upon the second Thursday of each month, or at such other time as the Board of Trustees may direct, at such location as the Board of Trustees may direct.

Section 3.02 Annual Meeting

The annual meeting of Members shall take place on the second Thursday of March in lieu of the regular monthly meeting.

Section 3.03 Special Meetings

Special meetings may be called by the President, or a simple majority of the Board of Trustees, providing written notice specifying the principal business of the meeting is given to Members at least one week prior to said meeting.

Section 3.04 Notice of Meetings

Notice of regular monthly meetings stating the time and place to be held must be given at least fourteen (14) days before the meeting. Notice of regular monthly meetings may be given orally at the immediately preceding meeting of Members, by separate writing to the Members, or by publication in the Corporation's newsletter.

Notice of the annual meeting of Members stating the time and place to be held must be given at least twenty-one (21) days before the meeting. Notice of the annual meeting may be given orally at the immediately preceding meeting of the Members, by separate writing to the Members, or by publication in the Corporation's newsletter.

Section 3.05 Waiver of Notice

The attendance of any Member, in person or by representative, at any regular, annual or special meeting of Members without protesting lack of proper notice prior to or at the commencement of the meeting shall be deemed to be a waiver of such Member of notice of such meeting.

Section 3.06 Quorum

Twenty-five percent (25%) of the current total number of Members shall constitute a quorum for any regular meeting or annual meeting. Fifty percent (50%) of the total number of members shall constitute a quorum for special meetings. After the meeting has been opened for business, a diminishing number of voting Members shall not affect the quorum.

ARTICLE IV

Officers and Trustees

Section 4.01 Authority and Qualifications

Except where the law, the Articles, or these Regulations otherwise provide, all authority of the Corporation shall be vested in and exercised by a Board of Trustees. Issues requiring a vote by the Board of Trustees shall be decided by a simple majority vote.

Section 4.02 Number and Qualifications of Trustees and Officers

The authorized number of Trustees shall be five (5). The Trustees shall serve on the Board and as the Officers of the Corporation. The Trustee/Officer positions shall be comprised of:

- (A) President
- (B) Vice President
- (C) Secretary
- (D) Treasurer
- (E) Membership Director

Any Member in good standing is eligible to serve as a Trustee/Officer. No Member may hold two or more Trustee/Officer positions at the same time. Election as an Officer automatically vests the Member as a Trustee.

Section 4.03 Term of Trustees/Officers

The term of office of all elected Trustees/Officers shall be one calendar year or until their successors are duly elected or appointed. A Trustee/Officer shall serve no more than two consecutive terms in the same office. The appointment to an unexpired term shall not be considered a term in the same office.

Section 4.04 Removal From Office

Any Trustee/Officer who does not fulfill the obligations and duties of the office may be removed from said office by an action passed by a majority of the remaining Trustees/Officers after being afforded a reasonable opportunity to defend himself/herself.

Section 4.05 Vacancies

In the event of a vacancy in the office of President, the Vice President shall succeed to the office for the unexpired term. A vacancy in any other office because of death, resignation, removal, disqualification, or for any other cause shall be filled by the appointment of the President for the unexpired term.

Section 4.06 Duties of the President

The President shall preside at all meetings of the Corporation and perform such other duties as ordinarily pertain to this office. The President shall appoint Members in good

standing to fill vacancies amongst the Board of Trustees. The President is empowered to call special meetings and appoint committees not otherwise provided for in these Regulations. The President shall also oversee and coordinate the efforts of all committees. The President shall serve as statutory agent for the Corporation.

Section 4.07 Duties of the Vice President

The Vice President shall preside in the absence of the President. The Vice President shall be responsible for coordinating the program for all general meetings. Where appropriate, the Vice President shall coordinate Corporation events with those of outside organizations.

Section 4.08 Duties of the Secretary

The Secretary shall record all proceedings of the Corporation in the form of minutes, preserve in a permanent record all letters and records of value to the Corporation and its Trustees, conduct and keep a record of all correspondence of the Corporation, and deliver all such records and minutes to the incoming Trustees at the close of the term of office. The Secretary shall be responsible for the monthly publication and mailing of the Corporation's newsletter.

Section 4.09 Duties of the Treasurer

The Treasurer shall collect all monies of the Corporation and make distributions by check, signed by the Treasurer; keep an account of all receipts and disbursements; prepare monthly reports; make a report at the annual meeting; and deposit the funds in such bank as the Board of Trustees may direct. The Treasurer shall keep an accounting of each Member's anniversary date of Membership.

Section 4.10 Duties of the Membership Director

The Membership Director shall maintain a current roster of the Members, including the name and address of each Member. The Membership Director shall provide mailing labels to the Secretary for the purpose of mailing the Corporation's newsletter. The Membership Director shall be responsible for recruiting new Members through promotional materials. The Membership Director shall be responsible for notifying Members when their memberships are about to expire.

Section 4.11 Elections

The Officers of the Corporation, who are also the Trustees for the purposes of Chapter 1702 of the Ohio Revised Code, shall be elected annually at the March meeting of the Members. The candidates for Trustee/Officer shall be nominated at the previous regular meeting. The incumbent President shall preside during the election of the Officers and be responsible for conducting the count of the vote. Nominations for Trustees/Officers of the organization shall be made at the February meeting. No Member shall be eligible to hold more than one elected office at one time. All elections shall be made by secret ballot. The incumbent President shall declare as Trustees/Officers those candidates receiving a simple majority of the votes cast by the Members entitled to vote at the meeting.

Section 4.12 Voting

Each Member shall be entitled to one vote upon each matter submitted to a vote. Voting at meetings of the Membership may be made by ballot, voice, show of hands, or in the instance of the election of Trustees, only by secret ballot.

Section 4.13 Compensation

The Trustees shall serve without compensation.

Section 4.14 By-Laws

The Board of Trustees may adopt and amend from time to time By-Laws for their own governance, which By-Laws shall not be inconsistent with the law, the Articles, or these Regulations.

ARTICLE V

Miscellaneous

Section 5.01 Dissolution

The Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to such organization organized for educational purposes as the vote of a majority of the Members shall determine. In no event shall assets of the Corporation be distributed to Members.

Section 5.02 Parliamentary Authority

Roberts Rules of Order, newly revised, shall be the parliamentary authority where applicable and where there is no conflict between said rules and these Regulations.

Section 5.03 Fiscal Year

During the first year of organization, the fiscal year of the Corporation shall commence upon the date of incorporation and end on December 31 of that same year. Thereafter, the fiscal year shall be from January 1 through December 31.

Section 5.04 Use and Control of Corporate Assets

Corporate assets, including without limitation, books, magazines, and equipment, shall be for the use of the Membership only and shall not inure to the benefit of any individual or to any non-Member. Corporate assets may not be loaned, leased, or otherwise used for non-Corporate purposes as defined in the Articles and these Regulations.

Section 5.05 Amendments

These Regulations may be amended at any regular meeting of the Corporation by a two-thirds vote of the Members present and voting, provided written notice of the proposed amendment(s) has been given to the Members at least seven (7) days prior to the meeting.