

BY - L A W S
HOP GROWERS OF AMERICA, INC.

ARTICLE I.

Section 1. This corporation is and shall be a nonprofit corporation consisting of hop growers, processors and handlers of hops through representation of state hop grower associations and/or corporations, or as individual members. The purposes of this corporation are as set forth in its Articles of Incorporation.

ARTICLE II.

MEMBERSHIP:

Section 1. Grower membership in this corporation shall be voluntary ~~by all those members of state hop grower associations or commissions.~~ State hop grower associations or commissions may join as Association Members, thereby extending individual voting rights to their grower members. If no recognized state hop association or commission ~~exists~~ has joined the corporation as an Association Member, growers in that state may apply for Individual Grower membership. ~~Individual Associate~~ Industry Partner membership will be available to individuals or companies that do not grow hops but are affiliated with the hop industry. Hop Growers of America does not discriminate on the basis of race, color, national origin, gender, religion, age, disability, political beliefs, sexual orientation, or marital or familial status.

Section 2. Membership in Hop Growers of America may be transferred only upon express approval of the Board of Directors in accordance with such regulations as the Board from time to time may prescribe.

Section 3. Voting rights shall be conferred to active Grower members who are either paid through Association or Individual Grower memberships in Hop Growers of America. Each representative shall have one vote. ~~Associate~~ Industry Partner members shall not have a voting right.

ARTICLE III.

MEETINGS:

Section 1. Annual Meetings. There shall be no fewer than two annual public meetings of the Hop Growers of America Board of Directors. The Board of Directors shall specify the exact time and location of these meetings.

Section 2. Special Meetings. A special meeting of the Board of Directors shall be held whenever called by the President, or by a majority of the directors, or by the unanimous request of all of the directors of any two states. Any and all business may be transacted at a special meeting, provided the call for and notice of that meeting states the business that is to be transacted.

Section 3. Notice of Meetings. Notice of each meeting shall be sent to each member ~~commission~~ of Hop Growers of America at his/her address on record, at least five (5) days prior to the

time fixed for that meeting using the quickest means of communication available at the time. Notice of any special meeting shall state the purpose of the meeting. Any director may waive such notice either before or after the meeting and shall waive the same by attending the meeting.

Section 4. Quorum. A quorum will consist of 50 percent of the total number of directors plus one additional member. If a quorum is not present the Board of Directors may not make or pass any motions upon which Hop Growers of America will be required to act.

Section 5. Proxy. No person shall be entitled to vote by proxy but must vote in person.

ARTICLE IV.
STATE ORGANIZATIONS AND DISTRICTS:

Section 1. If and so long as within any commercial hop producing state there shall exist a state hop association or commission of hop growers which is found by the Board of Directors of Hop Growers of America to fairly represent the interest of the majority of the hop growers of such state, then such state organization may be recognized as the member of this corporation and they shall act by designated or elected representatives who may represent the state association as board members. The State of Washington shall be entitled to four (4) representatives. The State of Oregon shall have two (2) representatives and the State of Idaho shall have ~~one (1)~~ two (2) representatives.

If a state hop association/or commission of hop growers in any other state is found by the Board of Directors of Hop Growers of America to fairly represent the interest of the majority of the hop growers of such state, then such state organization may be recognized as the member of this corporation and they may submit a candidate to be considered for one (1) At Large Association representative position on the Board of Directors. Selection of the hop grower to serve in this position shall be done by a vote of the membership by mail prior to the Hop Growers of America Annual Meeting.

One (1) At Large Grower position shall represent Individual Grower Members on the Board of Directors. Individual Grower Members of the corporation who are in good standing may submit their candidacy to the Board of Directors, including a statement of qualifications, goals and vision for the organization. Selection of the hop grower to serve in this position shall be done by a vote of the membership by mail prior to the Hop Growers of America Annual Meeting.

ARTICLE V.
BOARD OF DIRECTORS:

Section 1. Number and Qualifications. The governing body of this corporation shall be a Board of Directors. Each member of the board of directors shall be a grower member of the state association or associations from which he/she is acting as a representative, or an Individual Grower Member in good standing. The number of directors of this association shall be not less than five (5) nor more than thirteen (13).

Section 2. Voting. Action of the Board of Directors of Hop Growers of America shall require the vote of simple majority of those present at any meeting on condition that a quorum is present at the time of such meeting.

Section 3. Alternates. At the time of the naming of the representative from the various state associations, there shall likewise be named an alternate, or alternates. Such alternates shall have the same qualifications and be representative of the same state as the principal representative. Such alternate, or alternates, shall serve and may act as director during the absence from a directors' meeting or because of the incapacitation or disqualification of any of the directors from a state for which the alternate or alternates have been appointed. If more than one alternate is named, they shall be designated by number and period of time and shall act according to such number as a means of determining rank and substitution. That is, if one of the principal board members should be unavailable, then Alternate No. 1 would serve. In the event that two should be absent or unavailable, then Alternates No. 1 and No. 2 would serve, etc. The original alternate, or alternates, should be named by the state organization, but their successors shall be nominated and elected in the same manner as hereinafter provided for directors.

Section 4. Original Board of Directors. The original Board of Directors of this association shall be those named in the Articles of Incorporation.

Section 5. Term of Office. The members of the original Board of Directors shall serve until such time as the various states may elect or delegate a new Board of Directors, which shall be for a period of not less than two (2) months nor more than six (6) months. In said naming of directors, each state organization shall vote one of their number to serve for a period of one (1) year, and the remainder of those so delegated shall serve for a period of two (2) years; the year to be considered as terminating at the annual meeting or when new directors shall be named. After the original election, all members thereof shall be elected for a two-year period, and they shall then serve until their re-election or until a new director has been elected.

Section 6. Election of Directors. The means or method of election of directors shall be determined by each separate state association. Such state association shall also have the power to remove any director so elected.

Section 7. Vacancies. Any vacancy on the Board of Directors shall be filled by the state association, which was represented by the director formerly occupying such position.

ARTICLE VI.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS:

Section 1. The duties and powers of the Board of Directors shall be as follows:

- A. To conduct, manage and control the affairs and activities of the association, subject to the Articles of Incorporation, these By-Laws and the laws of the various states.
- B. To appoint and remove at pleasure all agents, officers and employees of the association. Prescribe their duties and fix their compensation.

C. To report to each annual meeting of the association, concerning the affairs of the association and the acts of the Board of Directors since the last previous annual meeting.

D. To cause to be kept proper minutes of the acts and proceedings of the Board of Directors and the association. Minutes shall be open to inspection by any grower member of any state association at all reasonable times.

E. To have proper audit of the books of the association, at least once in every three-year period. The report of each such audit to be available for inspection by any grower member of any state association at all reasonable times.

F. Such other duties and powers as are specified in these By-Laws for the Board of Directors or necessary for proper conduct to the affairs of the accomplishment of the objectives of the association.

G. To maintain confidentiality of statistical information pertaining to individual grower or handler operations within the industry.

Section 2. Petitions and Referenda. A. Petitions. Any petition to the board of directors of Hop Growers of America signed by at least twenty percent (20%) of growers shall be filed with the secretary of the corporation. Upon receipt of a filing of a petition, the secretary of the corporations shall call for a meeting of the directors. The board of directors shall have the authority to accept, reject or amend the petition request. B. Referendum. Any board of directors' action may be referred to a vote of the individual members of each state association by a petition for referendum signed by at least twenty-five (25%) or more of the over-all membership of the various state associations and filed with the secretary of the corporation. The board of directors' action may be cancelled by a vote of two-thirds (2/3) of all the members causing the action to have no further force or effect. As a procedural method, all ballots on any referendum shall be sent directly from the grower to a Certified Public Accountant, and after the same have been counted and certified by such Certified Public Accountant, the same are to be published. The action shall apply to the over-all action of the board and not to any particular state. No one action of the Board of Directors may be referred to the vote of the membership more than once in every two-year period.

Section 3. Research Grants. From time to time the Board of Directors may authorize the use of public or private research grants to study issues facing the U.S. hop industry. The corporation will not reimburse any overhead costs involved in the completion of said research grants. Compensation for research grants will be based on actual costs only.

ARTICLE VI. OFFICERS:

Section 1. Enumerated. The officers of the association shall be a president, vice president, a treasurer, and a secretary. The Board of Directors may employ or appoint such additional or assistant officers as it may deem advisable. The offices of secretary and treasurer may be combined in one person as secretary-treasurer. All such officers shall be directors in said corporation.

Section 2. Election. The officers of the association shall be elected by the Board of Directors at the annual meeting. Each officer, together with any assistant secretary or assistant treasurer, shall be elected from among members of the Board. Each officer shall hold office for one year and thereafter until his successor is duly elected and assumes office, provided that any officer may at any time be removed from office with or without cause by affirmative vote of the Board. Vacancy in any office shall be filled immediately by the Board of Directors.

Section 3. President. The president, subject to the direction of the Board of Directors, shall be the executive head of the association. He shall preside at all general meetings of the association, and all meetings of the Board of Directors. He shall be ex-officio member of each committee appointed or established by the Board and shall have such powers and duties as are specified for him in these By-Laws or from time to time vested in him by the Board of Directors.

Section 4. Vice-President. The vice-president shall perform the duties and have the powers of the president, during his absence or disqualification.

Section 5. Secretary. The secretary shall maintain proper records of the association membership and keep proper records of the proceedings of the association, the Board of Directors and any committee. He shall distribute to each grower member of any state association upon request, after each meeting, a report of the proceedings and shall furnish each state association with such report, and generally shall perform the duties customarily vested in the secretary or as prescribed by the Board of Directors, except that these duties may be performed by an executive secretary duly appointed by the Board.

Section 6. Treasurer. The treasurer shall maintain an accurate account of all receipts and disbursements of the association. He shall deposit all moneys belonging to the association in such bank or banks as designated by the Board of Directors and shall make disbursements thereof as provided by the Board and shall make a proper financial report to each annual meeting of the association or otherwise as directed by the Board of Directors, except that these duties may be performed by an executive secretary duly appointed by the Board.

Section 7. Executive Committee. The executive committee consists of the officers of the Board of Directors of Hop Growers of America. The executive committee will handle matters of a discretionary nature that need to be resolved from time to time. An executive committee meeting may be called at the discretion of the President of Hop Growers of America.

ARTICLE VIII.
EXECUTIVE DIRECTOR:

Section 1. Employment. The Board of Directors may employ an executive director of the association upon such terms and conditions as it may determine with the provision that such executive director does not have to be a member of the Board of Directors.

Section 2. Duties. The executive director shall constitute the chief administrative official and manager of the association, subject to control and direction of the Board of Directors. The executive

director is designated by the Board of Directors to sign agreements, contracts, licenses, applications, and other official documents on behalf of the organization for the purpose of executing programs and activities authorized by the Board of Directors.

ARTICLE IX.
FINANCES:

Section 1. Annual Dues. Each state association member of this association shall pay dues calculated on the prior year's crop production at the rate of \$0.00375 per pound (equivalent to 5075 cents per bale (200-pound unit)) of all hops produced by that state during the prior crop year, or a minimum of \$5,000. The determination of the production of that state is according to the Hop Growers of America annual production report, and the same shall be binding upon all of the parties hereto, or such other rate, based upon the same method of determination of production of bales of hops, per bale of hops as may be fixed by the Board of Directors. Such dues shall be payable in such installments, if any, or at such time as the Board of Directors may prescribe. Action by the Board of Directors in prescribing the amount or rate of annual dues shall be immediately communicated to each state association. The annual dues for Individual Grower and Associate Members shall be established by the Board of Directors.

Section 2. Execution of Checks. Unless otherwise provided by the Board of Directors, all checks, drafts or others for payment of money, notes or other evidence of indebtedness issued in the name of the association larger than \$2,000.00 shall be signed by any two Board Members registered as signatories on Hop Growers of America accounts, or by one Board Member and the executive director with written approval by the treasurer or president.

Section 3. Fiscal Year. The fiscal year of the association shall begin on January 1st and end on December 31st of each year.

ARTICLE X.
AMENDMENT:

Section 1. These By-Laws may be amended, added to, superseded or repealed at any meeting of the Board of Directors; provided, however, that at any special meeting of the Board of Directors the notice shall provide that an amendment to the By-Laws is to be considered.

ARTICLE XI.
SEAL:

Section 1. The corporation shall act without the benefit of a seal but should the Board of Directors at any time determine that a seal is necessary and essential, the same shall be secured in such form as shall be determined by the Board of Directors.

STATE OF WASHINGTON)
County of Yakima)

We the undersigned, each of whom is a duly appointed and acting director of HOP GROWERS OF AMERICA, INC., do hereby consent to the foregoing By-Laws and do hereby adopt the same as the By-Laws of said corporation, and do further certify and declare that each of us has read or heard read said By-Laws and agree to be bound by each of the covenants and agreements therein contained, and do further certify that these By-Laws were adopted by more than a majority vote of all the members of the corporation at a regularly called organization meeting.

IN WITNESS WHEREOF, We have hereunto subscribed our names this 22nd day of February, 1957.

/s/ D.T. Eismann	Ray Poirier	David A. Strausz
Char. J. Massoth	Harvey Kaser	Peter R. Bradley
Herman Goschie	W.E. Garrison	J.G. Dauenhauer
Harold J. Batt, Alt.	Laverna Aries	

Adopted:	02/22/1957			
Amended:	06/22/1968	11/01/1979	06/24/1987	08/05/2014
	06/14/1969	06/16/1982	01/10/1991	01/22/2015
	06/13/1978	06/25/1984	12/08/2004	