# Pink Boots Society

An Oregon Non-profit Corporation

# BYLAWS

## ARTICLE I
## NAME

### 1.1 Name

The name of this Corporation shall be Pink Boots Society. The business of the Corporation may be conducted as Pink Boots Society.

## ARTICLE II
## PURPOSES AND POWERS

### 2.1 Purpose

Pink Boots Society is a non-profit Corporation (The Corporation going forward) and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Pink Boots Society's mission is to advance and sustain the careers of women and non-binary individuals in the fermented beverage industry through educational scholarships, programming, and community-building initiatives.

### 2.2 Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### 2.3 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status**.** Pink Boots Society is an Oregon non-profit public benefit Corporation, recognized as tax-exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation**.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal

Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution**.** Upon termination or dissolution of the Pink Boots Society, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation. The organization to receive the assets of the Pink Boots Society hereunder shall be selected at the discretion of a majority of the managing body of the Corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Pink Boots Society, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Oregon. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it that has a charitable purpose, which, at least generally, includes a purpose similar to the Pink Boots Society, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Oregon to be added to the general fund.

## ARTICLE III

## MEMBERSHIP

### 3.1 Membership

The Board of Directors may establish, modify, or discontinue membership categories, qualifications, and associated benefits through board-approved policies in order to adapt to the evolving needs of the organization and its members. Membership categories may include, but are not limited to those outlined in the “Membership Policy”

**3.2 Membership Dues**

Membership dues shall be established by the Board of Directors and shall be paid annually in advance. If annual dues are not paid on or before the member's anniversary date, the member shall be declared lapsed and no longer have access to membership benefits.

**3.3 Non-Voting Membership**

All members shall be non-voting members. Membership in the Corporation does not entitle any member to voting rights on corporate matters, including but not limited to the election of directors, amendments to the Articles of Incorporation or Bylaws, or dissolution of the Corporation.

**3.4 Governance Authority**

All Corporate power and decision-making authority shall be vested in the Board of Directors, subject to the provisions of the Oregon Nonprofit Corporation Act and the Articles of Incorporation. The Board of Directors shall have full discretion to establish and modify policies and procedures governing membership, eligibility, privileges, and termination.

**3.4 Non-Voting Affiliates**

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have the authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events, or at the Corporation website. Affiliates have no voting rights and are not members of the Corporation.

## ARTICLE IV
## <u>Board of Directors</u>

**4.1 Number of Directors**

Pink Boots Society shall have a Board of Directors consisting of no fewer than five (5) and no more than fifteen (15) directors. The Board may determine the exact number of directors within this range by resolution

**4.2 Powers**

All Corporate powers shall be exercised by or under the authority of the board and the affairs of the Pink Boots Society shall be managed under the direction of the board, except as otherwise provided by law.

**4.3 Terms**

All directors shall be elected to serve a minimum three year term and maximum five year term in the event that a successor is not available at the end of the initial term or as voted on by the Board. The initial term may be extended for an additional two years until a successor has been elected.

Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

Directors may not serve terms in succession. After a one-year absence from the Board, an individual may be eligible for re-election.

The term of office shall be considered to begin January 1 and end December 31 of the third year in office, unless the term is extended until such time as a successor has been elected.

**4.4 Qualifications and Election of Directors**

(a) In order to be eligible to serve as a director on the Board of Directors, the individual must be 21 years of age and a current member in good standing with requisite volunteer leadership experience within the Organization.
(b) The Board of Directors shall maintain a transparent recruitment and nomination process designed to ensure the Board reflects diverse professional expertise, leadership experience, and geographic representation relevant to the mission of the organization.

**4.5 Vacancies**

(a) The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director.
(b) The Board may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.
(c) Service in filling a vacancy shall not be counted as a full term for the purpose of term limits, unless the individual serves more than one-half of the original term. An individual appointed to fill a vacancy shall remain eligible to serve up to one (1) full additional terms, consistent with the term limits established in these Bylaws.

**4.6 Removal of Directors**

Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office.

**4.7 Board of Directors Meetings.**

(a) Regular Meetings. Regular meetings of the Board of Directors shall be held at a date, time and place as shall be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.
(b) Special Meetings. Special meetings of the board may be called by the President, Vice - President, Treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.
(c) Waiver of Notice. Any Director may waive notice of any meeting, in accordance with Oregon law.

**4.8 Manner of Acting**.

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
(c) Hung Board Decisions. On the occasion that the Board of Directors are unable to make a decision based on a tied number of votes, the President or Vice-President in the order of presence shall have the power to swing the vote at their discretion.
(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

**4.9 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

**4.10 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

## ARTICLE V

## COMMITTEES

### 5.1 Committees

The Board of Directors may establish and/or dissolve standing or ad hoc committees to support the work of the organization. Committees serve in an advisory capacity unless explicitly granted decision-making authority by the Board of Directors. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

**(a)** take any final action on matters which also requires Board members' approval or approval of a majority of all members;

**(b)** fill vacancies on the Board of Directors in any committee which has the authority of the Board;

**(c)** amend or repeal Bylaws or adopt new Bylaws;

**(d)** amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

**(e)** appoint any other committees of the Board of Directors or the members of these committees;

**(f)** expend corporate funds to support a nominee for Director; or

**(g)** approve any transaction;

> (i) to which the Corporation is a party and one or more Directors have a material financial interest; or
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> (ii) between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest.

### 5.2 Meetings and Action of Committees

Meetings and action of the committees shall be governed by, held, and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

**5.3 Committee Chairs**

Committee chairs shall be elected or removed by a vote of the Board of Directors. Committee Chairs shall serve a two (2) year term, or until a replacement is elected by the Board. In the event of a vacancy, the President may appoint an interim chair to serve until the Board votes to appoint that person or another as the Committee chair.

(a) Individuals may serve as Chair/Co-Chair of one (1) committee at a time.

**5.4 Informal Action By The Board of Directors**

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes valid writing. The intent of this provision is to allow the Board of Directors to use e-mail to approve actions, as long as a quorum of board members gives consent.

## ARTICLE VI
## OFFICERS

**6.1 Board Officers and Officer Functions**

The officers of the Corporation shall be a Board President, Vice-President, Treasurer, Vice Treasurer, and Secretary, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. The Executive Officer will serve as a non-voting member of the board. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint such other officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

(a) The Board President and Vice President shall each be actively employed in the fermented beverage and/or alcohol industry, including roles in production, operations, ownership, management, education, sales, or distribution, at the time of their election and throughout their term. Should either officer cease to meet this requirement, the Board of Directors shall determine whether the officer may complete their term or whether the office shall be filled in accordance with these Bylaws.

**6.2 Nomination and Election**

President and Vice President shall be selected from the current Board of Directors. Officers shall be voted on by the Board and shall be elected or re-elected by a majority vote of a quorum of the Board.

**6.3 Term of Office**

Each officer shall serve a minimum term of office for one-year (1) and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of the three-year (3) term or to fill a vacancy in an officer position, each board officer's term of office shall begin January 1st.

**6.4 Removal and Resignation**

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

**6.5 Board President**

The Board President shall be the chief volunteer officer of the Corporation. The Board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, approving board meeting agendas, and overseeing or arranging for another officer to oversee all Board meetings in case of their absence. The President will work with the Board or a committee of the Board to recruit new Board members, consult with Board members on their roles and help them assess their performance. The President will also perform all other duties customary to that office or as assigned by the Board of Directors.

**6.6 Vice-President**

The Vice-President shall be the next in line for President. In the absence of the President, or in the event of or their inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers, and be subject to, the restrictions placed on the President. The Vice-President shall in general perform all duties incident to the office of Vice-President, conduct new Board member orientation, and such other duties as may be assigned by the President or the Board from time to time.

**6.7 Treasurer**

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other Directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the board President. The Treasurer may appoint, with the approval of the Board, a qualified fiscal agent or member of the staff to assist in the performance of all or part of the duties of the Treasurer.

**6.8 Vice-Treasurer**

The Vice-Treasurer shall be the next in line for Treasurer. In the absence of the Treasurer, or in the event of their inability or refusal to act, the Vice-Treasurer shall perform the duties of the Treasurer and when so acting shall have all the powers, and be subject to, the restrictions placed on the Treasurer. The Vice-Treasurer shall in general perform all duties incident to the office of Vice-Treasurer and such other duties as may be assigned by the President or the Board from time to time.

**6.9 Secretary**

The Secretary shall, in collaboration with the Executive Director and/or staff, keep the minutes of all board and membership meetings, maintain the official records and files of the organization, provide notice of all meetings, and handle official correspondence as directed by the board. The Secretary shall perform such other duties as assigned by the President or Board of Directors.

**6.10 Non-Director Officers**

The Board of Directors may designate additional officer positions of the Corporation and may appoint and assign duties to other non-director Officers of the Corporation.

**6.11. Staff**

> **(a) Executive Director.** The Board is authorized to employ an Executive Director to administer the business affairs and duties of the Corporation. The Executive Director shall be responsible to the Treasurer of the Corporation in fiscal matters. Subject to the direction and supervision of the other officers, the Executive Director will serve as Chief Executive and Operating Officer of the Corporation. The Executive Director will have general responsibility for all day-to-day operations of the Corporation. The Executive Officer will develop, direct, and supervise the implementation of specific programs and activities that further the Corporation's mission, and report on those programs and activities to the Board Officers. The Executive Director will also perform all other duties customary to that office or as assigned by the other officers.
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> **(b) Compensation.** The compensation of staff employed by the Corporation will be determined by the Board of Directors or a person or group of persons to whom that authority has been delegated by the board. In all cases, the compensation will be

determined in accordance with the compensation policy, if any, amended and adopted by the Board of Directors from time to time. If there is no compensation policy, to the extent reasonably feasible, the person(s) determining compensation will: (a) follow the Corporation's conflict of interest policy in approving the compensation arrangement of officers of the Corporation; (b) approve the compensation arrangement in advance of paying the compensation; (c) obtain data on the compensation of officers holding similar positions of authority within comparable organizations; (d) set the compensation based on such data and an evaluation of the officer's performance and experience as related to the requirements of the position; and (e) document in writing the date and terms of the approved compensation arrangement, the basis for the compensation determination, including the comparison data used, the requirements of the position and the evaluation of the officer's performance and experience, and the decision of each individual who decided on or voted in favor of the compensation arrangement.

## ARTICLE VII
## CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

### 7.1 Financial Authority

The Board of Directors shall establish by resolution or board-approved policy the procedures governing the execution of contracts and agreements, the signing of checks and payment orders, the management of corporate deposits, and the authorization of indebtedness. No individual may bind the Corporation financially without authorization established under such resolution or policy.

### 7.2 Indemnification

Pink Boots Society shall indemnify to the fullest extent permitted by Oregon law any person who is made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that the person is or was a director, officer, or employee, of the Corporation. No amendment to this section that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurred prior to the effective date of the amendment.

## ARTICLE VIII
## MISCELLANEOUS

**8.1 Books and Records**

The Corporation shall keep correct and complete records of account and keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

**8.2 Fiscal Year**

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

**8.3 Conflict of Interest**

The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

**8.4 Nondiscrimination Policy**

The officers, Directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Pink Boots Society not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

## ARTICLE VIII
## AMENDMENTS

**9.1 Amendment of Bylaws**

These Bylaws may be amended, altered, repealed, or restated by a majority vote of the Board of Directors then in office at a meeting of the Board, provided that no amendment shall cause the Corporation to cease to qualify under Section 501(c)(3) of the Internal Revenue Code; that an amendment affecting the voting rights of Directors requires ratification by a two-thirds (⅔) vote of a quorum; and that all amendments be consistent with the Articles of Incorporation.

### 9.2 Amendment of Articles of Incorporation

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of Directors.

## CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above-stated Bylaws of Pink Boots Society were approved by the Pink Boots Society Board of Directors on *6/30/2026* and constitute a complete copy of the Bylaws of the Corporation.

Erin Wallace

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Erin Wallace, President

Date: 6/30/2026