

PINK BOOTS SOCIETY

DOMESTIC CHAPTER AFFILIATION AGREEMENT AND STANDARDS

The following document is the Pink Boots Society (“PBS”) Domestic Chapter Affiliation Agreement And Standards (“Standards”) that apply to all PBS Chapters operating on behalf of PBS within the United States (each, a “Chapter” and together, the “Chapters” or “Domestic Chapters”). These Standards provide additional information about the structure of PBS and its Domestic Chapters and outlines the terms, guidelines, and expectations for PBS Domestic Chapter operations. These Standards must be signed by leadership of each PBS Domestic Chapter.

I. BACKGROUND

1. **The Pink Boots Society.** PBS is a U.S.-based charitable and educational organization which is described in Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the “Code”), whose mission is to assist, inspire, and encourage women fermented/alcohol beverage industry professionals to advance their careers through education (the “Mission”). PBS operates domestic Chapters throughout the United States and has affiliation relationships with separately incorporated international Chapters located in various countries around the world.
2. **PBS Domestic Chapters.** Each PBS Chapter represents PBS in a particular city or state of the United States and carries out the mission of PBS within that city or state. Chapters are not separately incorporated organizations, but rather operate as part of the PBS legal entity. As part of the PBS legal entity, all activities of each Chapter are subject to the ultimate authority and discretion of PBS leadership. PBS Chapters must abide by the terms, guidelines, and expectations set forth in these Standards.

II. CHAPTER RIGHTS AND RESPONSIBILITIES

As a domestic Chapter of PBS, each Chapter shall have the following obligations, rights and responsibilities:

1. **One Chapter Per State.** There will be only one Chapter per state. In some cases, where exceptional interest exists, it may be possible to create additional Chapters within a state under the expectation that the Chapters are geographically separated by a minimum of 75 miles, and each meets the criteria described in these Standards. PBS has complete discretion whether to approve or deny any request for multiple Chapters in one state.
2. **Legal Existence.** As described above, Chapters operate as part of the PBS legal entity and do not have separate legal existence apart from PBS. Chapters will not separately incorporate or otherwise form legal entities to conduct their operations.
3. **Leadership; No Executive Director.** The Chapter will designate volunteer Chapter leaders who are responsible for overseeing the activities of the Chapter, including reporting and compliance with the terms of these Standards. However, the Chapter will not employ or contract with any individual to serve as Executive Director, President, or a similar role. As a membership

organization, the Chapter will be staffed largely by volunteers although if needed it may periodically enter into an agreement for individuals to provide services to the Chapter to support its operations.

4. **Educational, Mentoring, and Networking Activities.** The Chapter may organize and implement activities for the Chapter's members, including but not limited to educational classes and seminars, mentoring activities, and a limited amount of networking activities.
5. **Philosophy and Public Policy. The Chapter agrees to support the philosophy and mission of PBS.** The Chapter will cooperate in global and local public policy initiatives of PBS, and refrain from participating in public policy and legislative activities that are inconsistent with the Mission or the best interest of PBS, the Chapter, or other Chapters of PBS. The Chapter will not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.
6. **Fundraising.** The Chapter may solicit charitable contributions on behalf of PBS through direct solicitations, fundraising events, and other means to help generate funding to support the Chapter and PBS. The Chapter will at all times employ the highest ethical standards and practices in connection with all of its fundraising activities. The Chapter will maintain complete records and provide all such records and supportive information to PBS as is necessary to ensure compliance with all applicable local and federal legal requirements related to soliciting and receiving charitable contributions, including but not limited to, for example, all governmental registration and reporting requirements, donor recognition notices for tax and other purposes, and maintaining financial and other records sufficient to ensure and document compliance with all donor intentions and restrictions. The Chapter will not enter into fundraising or sponsorship agreements with companies that are reasonably likely to reflect poorly on the reputation of the Chapter, PBS, or any other Chapter of PBS or PBS's brand or intellectual property.

*Any sponsorship agreements that exceed \$1,000 U.S. dollars must be pre-approved by PBS. The Chapter may recognize donors as having made a gift to the Chapter, such as by listing the names of donors in an annual report or on the Chapter's microsite on the PBS website and by thanking them for their gift.
7. **Chapter Contracts; No Authority to Bind PBS.** All contracts entered into by a Chapter must be signed by a volunteer Chapter leader designated under Article II, Section 2 above. Any contracts with a value or payment greater than \$2500 U.S. dollars must be preapproved in writing by PBS before the Chapter may enter into the contract. Chapter shall not have the authority to, nor shall it attempt to enter into any contract on behalf of PBS, incur any obligations on behalf of PBS, or otherwise commit PBS in any manner.
8. **Standard of Conduct.** The Chapter and its leadership will act in a manner that demonstrates the highest level of ethics, integrity, and professionalism in its advancement of the Mission. The Chapter will not act in any way that is or could be detrimental to the reputation of PBS or any PBS Chapter. The Chapter will not act in any manner that does or could jeopardize PBS's status as an organization described in Code Section 501(c)(3).

9. **Compliance and PBS Oversight.** The Chapter will comply at all times with the terms of these Standards. The Chapter will operate in compliance with all local and federal laws. The Chapter will provide all records, documentation, and information as may be requested by PBS to demonstrate that the Chapter is operated in compliance with applicable law. The Chapter acknowledges that as part of the PBS legal entity, the Chapter is subject to the ultimate control and oversight of PBS with respect to all of its assets and operations. The Chapter agrees to cooperate with PBS to ensure the Chapter's and PBS's compliance with applicable law.
10. **Annual Reporting.** The Chapter will provide to PBS on an annual basis, or more frequently if requested by PBS, a narrative report of the Chapter's activities, programming, and operations in the prior year. The Chapter will provide PBS with records and information from time to time and upon PBS's request as necessary or helpful to give PBS a good understanding of and strong sight lines into the operations and activities of the Chapter.
11. **Notices.** The Chapter will immediately notify PBS if any of the following occur:
- A civil or criminal proceeding is brought against the Chapter, or its volunteers or independent contractors, which is related to the business or operations of the Chapter, or the Chapter has a reason to believe that such litigation is threatened;
 - The Chapter is unable to pay its debts as they mature, makes a general assignment for the benefit of creditors, is bankrupt or insolvent.
 - The Chapter or any of its volunteers, independent contractors, or members, engage in an action that may reflect negatively on the public image of PBS.
12. **Minimum Meetings and Members.** In order to remain an active Domestic Chapter, the following requirements must be met and maintained annually:
- The Chapter must hold at least 2 meetings each year.
 - Each year, a minimum of 15 individual dues-paying members of PBS must select the Chapter as their membership Chapter.
13. **Chapter Reserved Fund.** Additionally, the Chapter must meet the following requirements in order to have access to its Chapter Reserved Fund.
- Good Standing Requirement is needed for a Chapter to retain and use funds in the Chapter Reserved Fund. A Chapter may not use their Chapter reserved funds for Chapter expenditures if they are NOT in Good Standing. Reimbursements will not be issued if not in Good Standing. *New Chapters will have a one year grace period following Board approval of their Chapter to establish good standing initially.

- ALL Chapters must have a named and engaged Chapter Leader(s) and a Chapter Financial Liaison.
- ALL Chapter Leaders and Liaisons must meet reporting requirements and deadlines as established in the Chapter Leader SOP and the Chapter Finance Liaison User Guide
- Chapter Finance Liaisons must attend minimum 4 Chapter Liaison Finance meetings per year (live or recorded).
- Chapter Leaders must respond to all forms by the due date given with each correspondence through the year. (Generally, 2-4 required per year.)
- Chapter leaders must attend minimum 1 GoToMeetings a year with the Chapter liaison and other Chapter leaders.
- For previously established Chapters, if Good Standing is not established by 12/31 of any year, the Chapter's Reserve Funds will be deposited into the general Pink Boots Society national account to be used in accordance with Pink Boots Society mission.

If you have further questions about the definition of a Chapter in Good Standing, please contact Chapter.liaison@pinkbootssociety.org AND Chapterfinance@pinkbootssociety.org.

14. **No Chapter Online Stores.** In order to preserve a standard PBS experience and financial transparency, domestic Chapters are not allowed to create their own online stores. Chapters are invited to work with the Pink Boots marketing team to develop merchandise that the Chapter pays for, and to sell that merchandise through the Pink Boots online store.

III. PBS'S INTELLECTUAL PROPERTY

1. **Chapter Branding.** The Chapter agrees to exclusively use the designated Chapter name and logo in the manner described in these Standards.
2. **PBS Intellectual Property.** All PBS intellectual property, including trademarks, copyrights, trade secrets, and confidential information ("IP Assets"), other than the Chapter name and logo, are listed in Exhibit A. Use of PBS IP Assets, other than the Chapter name and logo, must be approved by PBS in advance and in writing (email is acceptable).

Should PBS grant a Chapter use of the IP Assets, such use shall be non-exclusive and the Chapter may not transfer or sublicense the IP Assets. Any grant of IP Assets to a Chapter shall be solely for use in connection with the operation of a Chapter of PBS in accordance with these Standards.

Any request by a third party (including a sponsor) to a Chapter to use the PBS IP Assets must be cleared by PBS in advance of a third party's use of the IP Assets and in writing (email is acceptable).

PBS retains all right, title and interest in and to the IP Assets and reserves all rights not expressly granted to Chapter in these Standards. PBS is not restricted by these Standards from using the IP Assets in any retail, online, or other for-profit or non-profit channel of distribution.

3. **Quality Control of Goods and Services.** In order to control the quality of the goods and services offered under the IP Assets, the Chapter must use the IP Assets in compliance with the Chapter Standards and all other standards and policies established by PBS from time to time pertaining to the use of the IP Assets. PBS has the right to exercise quality control and review over the Chapter's use of the IP Assets to maintain the validity and enforceability of the IP Assets and to protect the goodwill associated with the IP Assets. The Chapter will provide samples of its use of the IP Assets to PBS upon PBS's reasonable request.
4. **Rights and Obligations.** The Chapter will use the IP Assets in accordance with all applicable laws and regulations, including without limitation all laws and regulations related to maintaining the validity and enforceability of the IP Assets. The Chapter will not, during or after the Term, engage in any conduct, directly or indirectly, that would infringe upon, harm, or contest the rights of title of PBS in or to the IP Assets, any associated goodwill, or the validity of the IP Assets. PBS will have the right, but not be obligated, to commence legal action at its own expense to defend against any challenge of any of the IP Assets or to prosecute an infringement, dilution or misappropriation of the IP Assets. Chapter will, at the request of PBS, provide reasonable cooperation in any such action.
5. **Ownership.** The Chapter acknowledges that PBS is the exclusive owner of all right, title, and interest in and to the IP Assets and all past, present or future goodwill of the business that is associated with or attributable to the IP Assets. PBS has the exclusive right to file and prosecute registrations of the IP Assets throughout the world.
6. **Chapter's Intellectual Property.** All intellectual property developed by the Chapter, including any promotional or educational materials, shall be the sole and exclusive property of PBS and the Chapter shall have no rights of any nature therein.
7. **Website and Social Media.** The Chapter may not establish a website or social media pages independent from the PBS website and PBS social media accounts. However, the Chapter may contribute to any Chapter microsite or social media Chapter accounts that may be created by PBS on the PBS website or on PBS social media accounts, provided the Chapter agrees to exclusively use the designated PBS Chapter name and logo on such microsite and social media accounts in the manner described in these Standards.

The Chapter agrees not to post any materials on any Chapter microsite or social media Chapter accounts that is inconsistent with the terms of these Standards or reasonably likely to reflect poorly on the reputation of the Chapter, PBS, or any other Chapter of PBS, or PBS's brand or intellectual property.

PBS will, from time to time, review any Chapter microsite or social media Chapter accounts and may require the Chapter to amend such site or accounts for any reason and within 48 hours of

such a request by PBS. Noncompliance with such a request may be grounds for Chapter termination or termination of a Chapter leader.

IV. CREATING A NEW DOMESTIC CHAPTER

1. **Application Process and Content.** Each state that wishes to establish a PBS Chapter must apply to PBS and receive approval before it may begin operations as a Chapter of PBS.

The application must include a minimum of 15 current PBS members' names within the state interested in participating as members of the proposed Chapter. Note: In order to be a member of the Domestic Chapter, individuals must first be paid members of PBS.

In addition, the application must identify the names and roles of all Chapter leaders, and at a minimum must include a Chapter Leader and a Finance Liaison.

2. **Membership.** When PBS grants approval for a new Chapter, all of the PBS members within that state will be given the opportunity to select that state's Chapter as their primary Chapter of membership. When this selection occurs, the new Chapter will begin to accrue a portion of the individual member dues paid to PBS as described below, upon each member's annual renewal of their individual dues.
3. **Fundraising.** An approved Chapter may participate in Collaboration Brew Day under the same processes and fundraising rules as the current PBS domestic Chapters. This includes the requirement that 50% of funds raised by each Chapter be donated to PBS. (Please see the PBS website for details.)

An approved Chapter may hold other fundraising events and retain 90% of the net earnings to support educational activities and scholarships in support of the mission. PBS retains 10% of the net earnings as an administration fee. Chapters are advised to be careful not to spend funds in any way that would violate any nonprofit regulations or standards in their state.

4. **Approval of a Chapter.** PBS has complete discretion to approve or deny a Chapter application if extenuating circumstances keep a Chapter from being able to meet all guidelines for formation.

V. MEMBER DUES

1. **Member Dues.** Individual members will pay dues directly to PBS, and PBS will record all such dues in its Chapter Ledger. For members who reside in the United States, PBS dues will be set at \$45.00. For each member who selects a state Chapter as her primary Chapter of membership, PBS will credit \$10 to that Chapter's account in its Chapter Ledger, less a 10% administrative fee. A Chapter may access the funds in its account by a request to the Pink Boots management company via the reimbursement form on the Pink Boots website.

VI. TERMINATION OF DOMESTIC CHAPTERS

PBS may terminate a Chapter, or terminate the service of one or more individual(s) serving as Chapter leadership, in PBS's sole discretion if it determines or has reason to believe that a Chapter may be in violation of any term, standard, or guidelines of these Standards, if PBS decides that such termination is in the best interests of PBS as a whole, or for any other reason.

Upon termination of a Chapter, all assets associated with operations of such Chapter will remain the assets of PBS. Leadership of the terminated Chapter will cooperate with PBS to transfer all cash and other assets to PBS's custody promptly following termination, and to otherwise wind up and cease the activities of the Chapter.

VII. PBS RESOURCES

1. **Best Practices.** PBS will provide the Chapter with access to best practices for Chapters of PBS, centralized tools, training and resources as they become available.
2. **Educational Materials.** PBS will provide the Chapter with access to membership educational materials for Chapter members.
3. **Centralized Membership.** PBS will accept dues from individual members who desire to be affiliated with the Chapter.
4. **Advertising.** PBS will, in its sole discretion, conduct advertising, public relations, and other campaigns to promote the awareness of PBS and its Mission.
5. **Promotional Materials.** PBS may provide the Chapter with access to promotional materials that the Chapter may use to engage in fundraising and awareness-building efforts.
6. **Important Developments.** PBS may from time to time inform the Chapter about matters that PBS considers important to the ongoing operations, growth, or development of the Chapter.

Viii. AMENDMENTS

PBS has the exclusive authority to amend, restate, or replace the Standards at any time and from time to time. A current copy of the Standards is available on the PBS website.

By signing below, I, as a Chapter Leader(s), acknowledge and agree to abide by the PBS Domestic Chapter Standards, terms, guidelines, and expectations as stated within this Agreement:

Name of Chapter: _____

Signature: _____

Printed Name: _____

Date: _____

Signature: _____


Printed Name: _____

Date: _____

Exhibit A

IP Asset: Intellectual Property will, at a minimum, include items identified below:

a. Registered Trademarks

Mark	Country	Application No./Registration No.	Goods and Services
<p>PINK BOOTS SOCIETY and Design</p> 	<p>United States of America</p>	<p>5364251</p>	<p>Class 35: “Association services, namely, promoting participation of women in the fermented/alcohol beverage industry, organizing Chapters of an organization for women in the fermented/alcohol beverage industry, and promoting the interests of members thereof; providing on-line employment information in the field of job listings; administration of cultural and educational exchange programs; internship and apprenticeship placement services; and promoting fermented/alcohol beverage industry events for others.”</p> <p>Class 36: Providing educational scholarships; charitable foundation services, namely, providing fundraising activities, funding, scholarships and financial assistance for women in the fermented/alcohol beverage industry; and charitable fundraising services.</p> <p>Class 41: Education services, namely, providing, classes, seminars, workshops in the field of fermented/alcohol beverages.</p>
<p>BIERE DE FEMME (translation: “WOMAN’S BEER” or “BEER OF WOMAN”)</p>	<p>United States of America</p>	<p>5319114</p>	<p>Class 41: “Organizing, arranging and conducting entertainment exhibitions in the nature of fermented/alcohol beverage festivals; entertainment services, namely, fermented/alcohol beverage tastings.”</p>
<p>BIG BOOTS</p>	<p>United States of America</p>	<p>5242041</p>	<p>Class 32: “ fermented/alcohol beverages.”</p>
<p>PINK BOOTS</p>	<p>United States of America</p>	<p>5242040</p>	<p>Class 32: “ fermented/alcohol beverages.”</p>

PINK BOOTS SOCIETY	United States of America	3885400	Class 41: "education services, namely, providing, classes, seminars, workshops in the field of fermented/alcohol beverages."
--------------------	--------------------------	---------	--

b. Common Law Marks (whether or not also registered)

1. COLLABORATION BREW DAY
2. PINK BOOTS HOPS BLEND

c. Copyrights (whether or not also registered)

1. Pink Boots Society Design
2. Content posted on and published/distributed via the PBS website
3. The PBS Blog
4. Pink Boots Society Brochues (including materials found on the PBS website)
5. Pink Boots Society Educational Materials (including materials found on the PBS website)

d. Trade Secrets

1. Membership Roster
2. Data of the Members, including Member contact information
3. Data of Prospective Members, including Prospective Member contact information