BYLAWS of OHIO CHEESE GUILD

An Ohio Nonprofit Guild

ARTICLE I

NAME AND PURPOSE

Section 1. NAME

The name of the Guild shall be the Ohio Cheese Guild (hereinafter the

“Guild”) and the same is hereby incorporated as an Ohio public benefit, non-profit Guild with members.

Section 2. PURPOSE

The Guild is dedicated to the support and promotion of producers of farmstead, artisan, specialty, and all fine cheeses in the State of Ohio. To achieve its general purpose, the Guild has identified the following specific objectives:

(a) Encourage excellence in cheeses produced in Ohio;

(b) Provide activities that will promote, educate, and sustain cheesemaking as a craft and livelihood within Ohio;

(c) Assist all cheese Guild members with marketing and distribution initiatives fostering greater access to the broad range of buyers (wholesalers, distributors, food brokers, retailers, chefs, institutions, and consumers); and

(d) Educate on behalf of the interests of members of the Guild before government agencies and the media.

Section 3. TAX-EXEMPT STATUS

(a) Charitable Purpose. All of the purposes and powers of the Guild shall be exercised exclusively for charitable and educational purposes in such manner that supports the Guild’s status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as currently amended.

(b) Prohibited Activities.

(i) No substantial part of the activities of the Guild shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Guild shall not participate in, nor intervene in, any political campaign on behalf of any candidate for public office.

(ii) The Guild shall not engage in or permit any act of self-dealing, as such term is defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.

(iii) The Guild shall not make any investments which would have the effect of subjecting it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.

(iv)The Guild shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.

(v) The Guild shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.

(vi) Notwithstanding any other provision herein, the Guild shall not carry on any other activities not permitted to be carried on by a Guild exempt from Federal and state taxation under Section 501(c)(3) of the Internal Revenue Code.

(c) Profits. The Guild is formed solely for charitable and educational purposes. The Guild is not organized for, nor shall it be operated for, the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to any individual, except that the Guild shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its specific and primary purposes. The property, assets, profits, and net income of the Guild are irrevocably dedicated to charitable and educational purposes and no part of the profits or net income of the Guild shall inure to the benefit of any director or officer thereof.

(d) Dissolution. Upon dissolution of the Guild, the assets of the Guild remaining after payment of all debts and liabilities of the Guild, shall be used exclusively for the purposes of the Guild in such manner, or to such organizations, which are organized exclusively for charitable and educational purposes, and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law) as the board of directors shall determine.

ARTICLE II

MEMBERSHIP

Section 1. QUALIFICATIONS FOR MEMBERSHIP

There shall be three categories of membership, as follows:

(a) Cheesemaker: The Voting Membership shall be comprised of any business or individual established in Ohio, either actively producing farmstead, artisan, and specialty cheese for sale or anticipating licensure in 18 months. The board of directors shall be entitled to make the determination of whether a candidate is suitable for Voting Membership. Any member, whether a Voting Member, Affiliate Member, or Advisory Member, as each is defined below, may submit a written request to the board asking that the board consider the admittance of a new Voting Member.

(b) Industry Support: The Industry Support Membership shall be comprised of those firms, organizations, agencies, and individuals who, by nature of their work, responsibilities, and interests, share the organization’s mission. Industry Support Members shall have voting privileges. The board of directors, by majority vote of the entire slate of directors, shall have sole authority to admit Industry Support Members.

(c) Enthusiast Membership (“ex-officio”): The Enthusiast Membership shall be comprised of those firms, organizations, agencies, and individuals, who provide information, knowledge, and advice to the Guild. Enthusiast Members shall not have voting privileges. The board of directors, by majority vote of the entire slate of directors, shall have sole authority to admit Enthusiast Members.

Section 2. MEMBERSHIP DUES

The board of directors shall determine the annual dues for each category of membership, which amounts will be reviewed annually by the board.

Section 3. APPLICATIONS FOR MEMBERSHIP

Application for membership of any category shall be reviewed and voted upon by the board of directors, within a reasonable time from the receipt of the application by the board. The board shall additionally be entitled to establish specific guidelines and definitions for each category of membership.

Section 4. TERM OF MEMBERSHIP; RESIGNATION

Members shall be designated in good standing until their dues expire, until the member resigns, or until removed from membership in accordance with the terms of these Bylaws. A member’s resignation is effective upon notifying any director of the member’s desire to resign. Membership dues shall not be refundable.

Section 5. REMOVAL FROM MEMBERSHIP

A member whose actions conflict with the purposes of the Guild as set forth above, may be removed by a vote of two-thirds (2/3) of the voting members of the Board of directors of the Guild.

ARTICLE III

MEMBERSHIP MEETING AND VOTING

Section 1. PLACE OF MEETINGS

Annual and special meetings of the members shall be held at such place as may be designated by the board of directors.

Section 2. ANNUAL MEETINGS

The annual meeting of the members shall be held within eight (8) months of the fiscal year end, on such date and at such time as may be prescribed by the board of directors and specified in the notice of the meeting. At the annual meeting, the members present at the meeting shall elect by vote the board of directors, consider reports of the affairs of the Guild, and transact such other business as may properly be brought before the meeting.

Section 3. QUARTERLY MEETINGS

In addition to the annual meeting of members, the Guild may also hold quarterly or other periodic meetings of members throughout the year.

Section 4. SPECIAL MEETINGS

Special meetings of the members may be called at any time by two (2) or more directors, by delivering notice to the members at least seven (7) calendar days prior to the meeting.

A special membership meeting may also be called if 2/3 of the membership requests such of the Board of Directors, and proper meeting notice is given.

Section 5. NOTICE OF MEETINGS

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (l0) days before the date of the meeting, either by postal or electronic mail, by or at the directions of the board, or the officer or persons calling the meeting, to members in good standing. When a meeting is adjourned without all business being consummated, notice of the follow-up meeting shall be given as for an original meeting.

Section 6. VOTING RIGHTS; QUORUM

The persons entitled to receive notice of and to vote at any members' meeting shall be determined from the records of the Guild on the date of mailing of the notice. The presence, in person or by proxy, of at least a majority of Voting Members of the Guild in good standing that are present, shall constitute a quorum for the purposes of conducting business at any annual, quarterly, or special meeting of members. Each Voting Member in good standing shall have one equal vote.

Section 7. PROXIES

Every member entitled to vote or to execute any waiver or consent may do so either in person or by written proxy duly executed and filed with the Secretary of the Guild. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE IV

DIRECTORS: MANAGEMENT

Section l. POWERS

The business and affairs of the Guild shall be managed by a Board of Directors who shall exercise or direct the exercise of all corporate powers except to the extent member authorization is required by law, the Articles of the Guild or these Bylaws.

Section 2. NUMBER

The board of directors shall consist of not less than five (5) nor more than eleven (11) directors with all being Voting Members. Directors representing the Cheesemaker and Industry Support categories, shall be elected by the Voting Membership at the annual membership meeting described herein. Once elected, the directors may appoint up to three (3) additional directors from the Enthusiast Membership. The board of directors shall not exceed eleven (11) seats.

Section 3. ELECTION AND TENURE OF OFFICE

Directors elected from the Voting Membership shall be nominated by a Nominating

Committee, appointed by the interim “provisional” board of directors, or the then-serving board of directors. The Nominating Committee shall consist of at least three (3) members, two (2) of whom shall be Voting Members, and one (1) from the provisional or then-serving board of directors. The directors shall then be elected by ballot at the annual meeting. For the first year of the Guild, the director receiving the most votes shall serve a three-year term, the director receiving the second-highest number of votes shall serve a two-year term, and all other directors shall serve one-year terms. The term of office shall begin immediately after election. Directors may serve an unlimited number of consecutive terms. After the initial year of the Guild, the terms of office are two years in length and remain staggered terms.

Section 4. VACANCIES

(a) A vacancy in the board of directors shall exist upon the death, resignation, or removal of any director(s). A director shall be considered to have resigned if absent from three consecutive meetings without prior notice to the secretary.

(b) Vacancies in the board of directors may be filled by a majority of the remaining directors though less than a quorum, or by a sole remaining director. Each director so elected shall hold office for the balance of the unexpired term of the director's predecessor and until a qualified successor is elected and accepts office.

(c) The members may at any time elect a director to fill any vacancy not filled by the directors.

(d) If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5. REMOVAL OF DIRECTORS

Any director of the Guild may be removed at any meeting of the board by majority vote of the directors, provided, however, that such proposed action is stated in the notice of the meeting.

Section 6. MEETINGS

(a) Meetings of the board of directors shall be held at such place as may be designated from time to time by the board of directors.

(b) Annual meetings of the board of directors may be held without notice immediately following the adjournment of the annual meetings of the members.

(c) Special meetings of the board of directors for any purpose or purposes may be called at any time by any director.

Section 7. NOTICE OF SPECIAL MEETINGS

(a) Notice of the time of special meetings shall be given orally or personally delivered in writing, or by mail, email, or fax at least seventy-two (72) hours before the meeting. Notice mailed, emailed, or faxed shall be directed to the address, email address, or fax number shown in the corporate records, or to the director's actual address ascertained by the person giving the notice.

(b) Attendance of the directors shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. QUORUM AND VOTE

A majority of the directors present and in good standing shall constitute a quorum for the transaction of business.

ARTICLE V

OFFICERS

Section l. DESIGNATION: ELECTION: QUALIFICATION

(a) The officers shall be a president, secretary, treasurer, and vice president and other subordinate officers as the board of directors shall from time to time appoint, and all must have served as a director for the Guild for at least one (1) year prior to taking office. The officers shall be elected by, and hold office at the pleasure of, the board of directors. Any two or more offices may be held by the same person.

(b) A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by election of the board of directors.

Section 2. TERM OF OFFICE

(a) Term of office of all the officers of the Guild shall be two (2) years.

(b) Any officer may be removed by a majority vote of

the board of directors. Any officer may resign at any time by giving written notice to the board of directors, the president, or the secretary of the Guild. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, provided that the board of directors may reject any post-dated resignation by notice in writing to the resigning officer.

Section 3. PRESIDENT

The president shall preside at all meetings of the board of directors, shall be ex-officio members of all committees, and shall perform such other duties as the board of directors may, from time to time, authorize.

Section 4. SECRETARY

The secretary shall keep at the principal office or such other place as the board of directors may order, minutes of all meetings showing the time and place of the meeting, whether it was regular or special, the notice given and the names of those present at the meetings. The secretary shall also give such notice of the meetings of the board of directors as is required by these Bylaws.

Section 5. TREASURER

The treasurer shall be responsible for the funds of the Guild and pay them out only on the bank account of the Guild signed in the manner authorized by the board of directors. The treasurer shall ensure the maintenance of accurate receipts and disbursements, disbursement of funds for the purpose of and in the amounts authorized by the board of directors and ensure that the Guild maintains compliance with Ohio and federal statutes concerning raising and spending funds and reporting income and expenditures. The treasurer shall provide an accurate quarterly report, and present it at the next occurring meeting of the board, stating expenditures and income for the preceding quarter, as well as a profit/loss report for any special events held during that quarter.

ARTICLE VI

CONFLICT OF INTEREST

Section 1. PURPOSE

The purpose of the conflict of interest policy is to protect the Guild’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or member which might result in a possible excess benefit transaction. This policy is intended to supplement, and not to replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. FINANCIAL INTEREST

A person has a financial interest if the person has, directly or indirectly, through business, investment or otherwise:

(a) An ownership or investment interest in any entity with which the Guild has a transaction or arrangement;

(b) A compensation arrangement with the Guild or with any entity or individual with which the Guild has a transaction or arrangement; or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Guild is negotiating a transaction or arrangement. The term, “compensation” as used herein, includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. In accordance with Section 3 of this Article, a person who has a financial interest may have a conflict of interest only if the appropriate board of directors decides that a conflict of interest exists.

Section 3. PROCEDURES

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and the members of committees delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board of directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board of directors shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(i) An interested person may make a presentation at the board of directors meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The president or chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the board of directors shall determine whether the Guild can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board of directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Guild’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy. If the board of directors has reasonable cause to believe a director or officer has failed to disclose actual or possible conflicts of interest, it shall inform the director or officer of the basis for such belief and afford him or her the opportunity to explain the alleged failure to disclose. If, after hearing the director or officer’s response, and after making further investigation as may be warranted by the particular circumstances, the board of directors determines that the officer or director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. RECORDS OF PROCEEDINGS

The minutes of the board of directors with board delegated powers shall contain:

(a) The names of the persons who have disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board of director’s decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceeding.

Section 5. COMPENSATION

(a) A voting director who receives compensation, directly or indirectly, from the Guild, for services in any regard, is precluded from voting on matters pertaining to that director’s compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Guild, for services in any regard, is precluded from voting on matters pertaining to that member’s compensation.

(c) A voting member of the governing board or any committee whose jurisdiction

includes compensation matters and who receives compensation, directly or indirectly, from the Guild, either individually or collectively, shall not be prohibited from providing information to any committee regarding compensation.

Section 6. ANNUAL STATEMENTS

Each director, officer, and committee member shall annually sign a statement which affirms that such person has received a copy of the conflicts of interest policy; has read and understands the policy; has agreed to comply with the policy; and understands that the Guild is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. PERIODIC REVIEWS

To ensure the Guild operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining; and

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Guild’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VII

CORPORATE RECORDS AND REPORTS; INSPECTION

Section l. RECORDS

The Guild shall maintain adequate and correct books, records, and accounts of its business and properties. All of such books, records, and accounts shall be kept at its place of business as fixed by the board of directors from time to time, except as otherwise provided by law.

Section 2. INSPECTION OF BOOKS AND RECORDS

All books, records, and accounts of the Guild shall be open to the inspection by the directors and members during standard business hours or reasonable times as arranged by appointment in the manner and to the extent required by law.

Section 3. CERTIFICATION AND INSPECTION OF BYLAWS

The original or a copy of these Bylaws and any amendments thereto certified by the secretary, shall be open to inspection by the directors and members in the manner and to the extent required by law.

Section 4. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Guild, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the board of directors.

Section 5. EXECUTION OF DOCUMENTS

The board of directors may authorize any officer or agent to enter into any contract or execute any instruments in the name of and on behalf of the Guild. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the Guild by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

ARTICLE VIII

GENERAL PROVISIONS

Section l. AMENDMENT OF BYLAWS AND ARTICLES OF INGUILD

(a) These Bylaws and the Articles of the Guild, may be amended upon the affirmative vote of a majority of the eligible membership.

(b) Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with these original Bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

Section 2. WAIVER OF NOTICE

Whenever any notice to any director is required by law, the Articles of the Guild, or these Bylaws, a waiver of notice in writing signed at any time by the person entitled to notice shall be equivalent to the giving of the notice. Appearance at any such meeting shall also serve as a waiver respecting the person appearing.

Section 3. INDEMNIFICATION

The Guild may indemnify and hold all directors harmless from any claims or liability, which may arise in connection with any of the activities of the board or the Guild. The Guild may procure insurance to this end. The undersigned corporate secretary, herewith certifies the above Bylaws as the true and identical ones accepted and approved by the board of directors of this Guild on the 15th day of April, 2019.

Corporate Secretary