

USACM's original bylaws have not been updated since their original issue. The organization has grown and matured tremendously since 2014, and revisiting our bylaws is an important next step. The board has worked closely with a lawyer who specializes in membership organizations to ensure USACM's bylaws create a foundation that allows us to serve our membership in the best way possible. The board asks the membership to vote on amended bylaws as presented on January 1, 2018. The following is a synopsis of the suggested amendments:

- Throughout document: Change Corporation to Association; change Board of Directors to the Board
- Article I.
 - Section 1.1 Strike language that is repeated in our Articles of Incorporation.
 - Section 1.2 Strike language about office location in Denver, Co.
- Article II.
 - Section 2.1 Change member to cider and perry producers; update member's products to reflect all cider and perry products (legal requirement of 501 C-6 structure); expand anti-discrimination clause to include national origin, veteran status and disability.
 - Section 2.2 Strike final sentence about dissolution of assets to eliminate potential for conflict with Articles of Incorporation.
- Article III.
 - Section 3.2 Add minor clarifying language that full members and associate members are entities, not individuals; add clarifying language that only full members have voting rights + "with respect to any matter."
 - Section 3.3 Add clarifying language about the procedure required for a member to designate a proxy vote.
 - Section 3.5 Add minor clarifying language that Individual Members must not qualify for Full or Associate Membership and are therefore not associated with entities. In other words, Individual Members are people, not businesses.
 - Section 3.7 Change person to representative; add minor clarifying language that the Board may revoke a membership at any time if it is in the best interest of the organization.
- Article IV. Major language changes to clarify meeting types of the membership (versus meetings of the Board).
 - Section 4.1 Clarifies annual meeting purpose to elect officers and that it will occur in the first quarter of the calendar year.
 - Section 4.2 Updates requirement for a special meeting, called by the members, to be a special petition signed by at least 25 members. (As our membership is geographically disperse, and membership meetings take place face to face, this change is to ensure special meetings are not called for frivolously).
 - Section 4.3-Section 4.5 Reflects language from Colorado Revised Nonprofit Act on Notice of Meetings, Waiver of Notice and Action without a Meeting.
- Article V. (Was previously Article IV) Adds language to more clearly delineate board structure.

- Section 5.2 Increases maximum numbers of directors from 11 to 17 to make room for potential growth; increases minimum number of directors from 3 to 7 to ensure board always meets its legal structural requirements; increases board terms to 3 years to allow for better succession planning; clarifies that consecutive terms are permitted (previously alluded to); removes outdated historical board structure language.
- Section 5.3 Clarifies that directors are individuals NOT entities.
- Section 5.3.1 Adds updated definition of large cidery member seats on the board; designates at least two seats ,and not more than three, for cideries producing more than 1 million gallons a year; clarifies the procedure for a director whose cidery exceeds the 1 million gallon threshold during their tenure on the board (they can finish their term but are not qualified for any seat other than large cidery in the future).
- Section 5.3.2 Designates regional chairs and that those chairs shall be elected by their regional constituents.
- Section 5.3.3 Designates remaining board seats as “at large.”
- Section 5.5 Adds quorum requirement for removal of a director who has missed three consecutive meetings.
- Section 5.6 Clarifies the procedure should a board seat become vacant. The seat is appointed by the board, but the appointee only serves in that seat until the next annual membership meeting; at the next meeting, the membership elects a new director for the seat.
- Section 5.7.1 Adds minor clarifying language for the Executive Director’s role.
- Article VI.
 - Section 6.3 Adds minor legal language to the role of the board Secretary.
 - Section 6.4 Adds minor legal language to the role of the board Treasurer; adds that the Treasurer shall chair the finance committee and work with the Executive Director to carry our budgets and spending reports; removes outdated spending limit and approval requirement of amounts exceeding \$500 (Spending limit will be amended to \$10,00 and will require the additional signature of any one member of the board’s Executive Committee. Will be moved to the Board Policy Manual.).
- Article VIII.
 - Section 8.1 & 8.3 Adds language to clarify the authority differences of board committees and advisory committees (To date, the only example of a board committee is the executive committee; no other committees are granted decision powers. This language and structure was recommended by our lawyer for legal and liability reasons).
- Article IX.
 - Section 9.1-9.3 Adds clarifying language about board meetings (versus membership meetings); establishes minimum meeting requirement as quarterly (versus semi-annually).

- Section 9.4 Clarifies that directors may not vote by proxy (prohibited by law); removes language requiring public meetings (recommended by lawyer as it is not a legal requirement).
- Article XII.
 - Section 12.1 Updates the fiscal year from January 1-December 31 to April 1-March 31. (The reason for this is the timing of CiderCon and the significant portion of our budget related to it).
- Article XIII.
 - Changes the meeting procedure requirements from Roberts Rule of Order to “any reasonable rules of order.”