

Bylaws of the Coalition to Represent American Flavor & Tradition in Brewing & Distilling (C.R.A.F.T.)

ARTICLE I – NAME, OFFICES, AND PURPOSE

Section 1. Name

The name of this corporation shall be the Coalition to Represent American Flavor & Tradition in Brewing & Distilling (C.R.A.F.T.).

Section 2. Offices

The principal office of the corporation shall be located in the Commonwealth of Virginia. The corporation may maintain additional offices as determined by the Board of Directors.

Section 3. Purpose

The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its mission aligns with the Articles of Incorporation: to preserve, empower, and advance independent and veteran-founded producers whose work reflects America's heritage, resilience, and diversity.

Section 4. Non-Stock Character

The corporation shall be a voluntary, nonprofit, non-stock corporation. No part of its net earnings shall inure to the benefit of any private individual, and it shall not engage in activities inconsistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II – MEMBERS

Section 1. Membership Eligibility

CRAFT membership is open to individuals, businesses, and organizations that align with the mission of the Coalition to Represent American Flavor & Tradition in Brewing & Distilling. Membership is designed to unite and empower those who serve, create, and contribute across the brewing, distilling, and beverage industries — from grain to glass.

Membership categories include, but are not limited to, the following:

- Veteran-Owned / Founded: A business that is at least 50% owned, operated, or founded by a military veteran or their immediate family members, including partner military forces and allied service members.

- First Responder-Owned / Founded: A business that is at least 50% owned, operated, or founded by a first responder or their immediate family members, including police, fire, or EMS personnel.

- Veteran-Connected: A non-veteran-owned organization that demonstrates meaningful engagement with veterans or first responders through employment, charitable giving, collaborative production, or supply-chain partnerships.

- Partner Organizations: Industry, educational, or community entities that support CRAFT's mission through sponsorship, outreach, training, or aligned advocacy efforts.

The Board of Directors may establish additional membership categories or refine these definitions as the organization grows and new forms of collaboration emerge.

Section 2. Membership Status and Rights

Membership in CRAFT is open to eligible applicants upon approval by the Board or designated membership committee. Members shall:

- Support and uphold the mission, values, and ethics of CRAFT;
- Participate in programs, mentorship, and collaborative initiatives;
- Adhere to all applicable policies, bylaws, and codes of conduct.

All members are nonvoting. They may attend meetings, participate in discussions, and serve on committees or advisory councils but shall not have voting authority in corporate governance. Voting authority is reserved solely for the Board of Directors.

Section 3. Membership Benefits

Members may receive ongoing benefits designed to foster professional development, community, and collaboration, including:

- Access to newsletters, educational content, and industry updates;
- Eligibility for mentorship and leadership development programs;
- Priority participation in CRAFT events, competitions, and training;
- Recognition in CRAFT directories, marketing, and outreach materials;
- Opportunities to engage in collaborative initiatives and advocacy campaigns.

The Board may establish additional benefits or modify existing ones to strengthen member engagement and organizational sustainability.

Section 4. Membership Dues and Fees

While CRAFT membership is currently free of charge, the Board may, at its discretion, establish reasonable membership dues or program fees to support the organization's charitable and educational programs. Any fee structure will be communicated in advance to all members, and collected dues will be used solely to advance CRAFT's mission in accordance with Section 501(c)(3) of the Internal Revenue Code.

Section 5. Suspension and Revocation of Membership

Membership may be suspended or revoked by majority vote of the Board of Directors for:

- Conduct inconsistent with the mission, ethics, or reputation of CRAFT;
- Failure to comply with membership obligations or fee requirements; or
- Misuse of CRAFT's name, logo, or programs for personal or commercial gain.

Affected members will be notified in writing and given an opportunity to respond before a final decision is made.

Section 6. Member Records and Privacy

CRAFT shall maintain accurate membership records and safeguard all member information in accordance with its Confidentiality (Article IX) and Data Privacy (Article X) policies.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors shall manage the affairs, funds, and property of the corporation and ensure that its activities are consistent with its charitable and educational mission.

Section 2. Composition

The Board shall consist of no fewer than three (3) and no more than eleven (11) directors.

Section 3. Qualifications

Directors must demonstrate a commitment to CRAFT's mission, ethical standards, and strategic vision.

Section 4. Term and Tenure

Directors serve as long as they remain in good standing. There are no fixed term limits unless otherwise determined by the Board.

Section 5. Vacancies and Resignations

A director may resign at any time by giving written notice to the President or Secretary. The Board requests at least 60 days' notice to allow time for a replacement to be identified and elected by the Board. Vacancies may be filled by a majority vote of the remaining directors.

Section 6. Removal

A director may be removed for cause, including mismanagement of funds or behavior that brings discredit to the organization. Removal requires a unanimous decision by the remaining Board members if the member does not resign voluntarily.

Section 7. Meetings

The Board shall meet at least quarterly. Special meetings may be called by the President or any two directors with at least five (5) days' notice. Meetings may be held in person or electronically provided all participants can hear and respond in real time.

Section 8. Quorum and Voting

A majority of members shall constitute a quorum. Each director shall have one vote. Decisions require a majority vote of those present.

Section 9. Compensation

Directors shall not receive compensation for their services as director but may be reimbursed for reasonable expenses incurred in the performance of their duties, including travel expenses, event expenses, and other applicable costs.

ARTICLE IV – OFFICERS

Section 1. Officers

The officers of the corporation shall be: President, Vice President, Secretary, Treasurer, Director of Partnerships & Fundraising, Director of Community Engagement, Director of

Communications & Industry Relations, Director of Education & Training, and Director of Advocacy & Government Affairs.

Section 2. Election and Tenure

Officers shall be elected by the Board and serve without term limits while in good standing.

Section 3. Duties

President: Serves as Chief Executive Officer and presiding officer of the Board. Responsible for the strategic direction, operational oversight, and leadership of C.R.A.F.T. Oversees execution of Board decisions, ensures alignment with the mission, and may approve payments within authorized thresholds.

Vice President: Supports the President in leadership, planning, and operational coordination. Assumes presidential duties in the President's absence and ensures alignment across committees and partnerships. Brings expertise in governance, legal compliance, and strategic partnership development.

Secretary: Maintains all corporate records, meeting minutes, and correspondence. Ensures compliance with state and federal nonprofit reporting requirements. Oversees documentation of official actions and assists in communication between the Board and membership.

Treasurer: Oversees financial operations, including budgeting, banking, accounting, and reporting. Ensures transparency in fiscal management, compliance with audit and tax requirements, and stewardship of donor and grant funds.

Director of Partnerships & Fundraising: Leads fundraising, donor development, and strategic partnership initiatives. Develops relationships with sponsors, donors, and partner organizations that advance C.R.A.F.T.'s mission. Supports financial sustainability through ethical fundraising practices and collaborative outreach.

Director of Community Engagement: Oversees branding, public relations, and community programming. Leads scholarship and award initiatives, fosters community connections, and represents C.R.A.F.T. at public and media-facing events.

Director of Communications & Industry Relations: Leads communications and industry engagement across media, trade, and community channels. Manages messaging, partnerships, and outreach to distilleries, breweries, and suppliers. Promotes C.R.A.F.T.'s mission through unified storytelling, collaboration, and advocacy that strengthen connections across the brewing and distilling network.

Director of Education & Training: Develops and oversees mentorship, certification, and educational programs. Builds partnerships with industry educators, training organizations, and veteran development initiatives to expand workforce opportunities in brewing and distilling.

Director of Advocacy & Government Affairs: Leads policy and advocacy efforts for the organization. Monitors legislation, builds coalitions with veteran and industry groups, and represents C.R.A.F.T. in policy discussions to protect and promote small producers and veteran entrepreneurs.

ARTICLE V – COMMITTEES

The Board may establish committees as needed to carry out the work of the corporation, including but not limited to Finance, Outreach & Partnerships, Heritage Preservation, and Event Planning & Operations. Each committee shall have a chair and report to the Board. Committee members may include board members, industry partners, volunteers, and advisors, with a board member serving as committee lead. The board member lead has the authority to recruit and establish the committee.

ARTICLE VI – CONFLICT OF INTEREST

The Board of Directors may adopt a conflict of interest policy to ensure that all decisions are made in the best interest of the organization. Recognizing that directors and affiliated businesses may bring unique expertise and resources to CRAFT, such relationships shall be disclosed and managed transparently to avoid conflicts of interest. Board members may vote on matters in which they have a direct financial interest; however, such interests must be disclosed prior to the vote and be transparent to the Board of Directors at the time of the vote.

ARTICLE VII – FINANCIAL MANAGEMENT

Section 1. Fiscal Year

The fiscal year for the corporation shall end on December 31st unless otherwise designated by the corporation's certified financial professional.

Section 2. Financial Controls

Routine expenditures under \$2,500 may be approved jointly by the President and Treasurer, or the Vice President in the President's absence. Expenditures over that limit or involving a related entity require full Board approval through the standard quorum voting. All transactions must be documented and reported at the next Board meeting.

Section 3. Deposits

All funds shall be deposited properly into authorized accounts in the corporation's name.

Section 4. Loans and Contracts

No loans may be entered into without Board authorization. Contracts for planned and approved organizational events may be entered into by the event lead, Treasurer, and one other board member, these will be identified during event planning.

Section 5. Audit

An audit or financial review will be performed by the CPA firm handling the corporation's finances and taxes each year as they file taxes.

ARTICLE VIII – EQUAL OPPORTUNITY

CRAFT provides equal opportunity in all programs and activities without regard to race, color, religion, gender, orientation, or veteran status.

ARTICLE IX – CONFIDENTIALITY

All directors, officers, and advisors must protect the confidentiality of organizational information.

ARTICLE X – DATA PRIVACY

CRAFT shall maintain privacy and data protection standards consistent with its confidentiality policies.

ARTICLE XI – ADVISORY COUNCILS

The Board may create advisory councils of veterans, educators, producers, and leaders who support CRAFT initiatives. Advisory members shall not vote but may make recommendations to the Board.

ARTICLE XII – INDEMNIFICATION

To the fullest extent permitted by Virginia law, the corporation shall indemnify directors, officers, and authorized agents for actions taken in good faith within the scope of their duties. The corporation may purchase and maintain directors and officers liability insurance to support this provision.

ARTICLE XIII – DISCIPLINARY ACTION

The Board may issue warnings, suspensions, or removals for conduct detrimental to the organization's mission or ethics. Affected individuals shall have the opportunity to respond before a final Board decision.

ARTICLE XIV – AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) majority of the Board after seven (7) days' notice.

ARTICLE XV – DISSOLUTION

Upon dissolution, assets shall be distributed to one or more 501(c)(3) organizations or government entities supporting veteran entrepreneurship, education, or workforce development in brewing and distilling.

ARTICLE XVI – OFFICERS AND EXECUTIVE COMPENSATION

Section 1. Executive and Operational Officers

The Board may establish executive roles as needed, including Chief Executive Officer (CEO), Chief Operating Officer (COO), Chief Financial Officer (CFO), Director of Operations, Director of Public Affairs, and Chief Communications Officer. These roles may be compensated when duties require substantial time and professional commitment.

Section 2. Compensation Approval

All compensation shall be reasonable and approved by a majority vote and documented in meeting minutes.

Section 3. Nonvoting Status of Paid Officers

Paid officers or staff members are nonvoting participants on the Board. They may provide input and recommendations but shall not vote on corporate matters.

Section 4. Reporting Structure

Paid officers report to the President or Board as determined by resolution. They execute daily operations and Board-approved initiatives.

Section 5. Ethical and Fiduciary Responsibility

Compensated officers are bound by the same fiduciary duties and conflict-of-interest standards as Directors.

Section 6. Dual Service by Directors

Directors may serve as officers or employees in paid capacities when approved by a majority vote of the Board and consistent with CRAFT's charitable and educational purposes.

Adopted by the Board of Directors on December 4, 2025

GLOSSARY

Veteran-Owned / Founded - A business that is at least 50% owned, operated, or founded by a military veteran (including partner military forces)

First Responder-Owned / Founded - A business that is at least 50% owned, operated, or founded by a first responder (including police, fire, or EMS personnel)

Veteran-Connected - A non-veteran-owned business that demonstrates strong partnership or commitment to veterans—through collaborations, farm sourcing, employment programs, charitable donations, or co-branded initiatives. This designation is awarded to businesses by the Board of Directors.

CRAFT Partner - An individual, brand, or organization that contributes financially, educationally, or operationally to C.R.A.F.T. programs or events. Partners are nonvoting members who support through sponsorship, mentoring, or volunteerism. This designation is awarded by the Board of Directors.

Board Advisor - A subject matter expert or recognized leader appointed by the Board to provide counsel, insight, or technical expertise. Advisors are nonvoting participants who may attend Board meetings and contribute to planning or program execution.

Nonvoting Member - Any individual serving in an advisory, operational, or paid staff capacity who contributes to C.R.A.F.T.'s mission but does not hold Board voting privileges.

Confidential Organizational Information - Any nonpublic data, document, or communication containing proprietary, financial, or sensitive details related to C.R.A.F.T.'s operations, donors, or partners.

Privacy Data - All personal or organizational information collected by C.R.A.F.T., including names, contact details, financial data, or communications, whether stored physically or digitally.

Approved December 4, 2025 by Board Vote

Verified by

Michael Waskewich
President & CEO CRAFT