

# **Governing Committee Bylaws**

*Amended December, 2013*

## **ARTICLE I: GENERAL PURPOSE**

### **Section 1: *General Purpose***

The American Homebrewers Association (AHA) Governing Committee shall recommend activities, programs or courses of action for the AHA.

## **ARTICLE II: MEMBERS OF THE GOVERNING COMMITTEE**

### **Section 1: *Members of the Governing Committee***

Members of the Governing Committee are required to attend all regular and special meetings (other than email participation) of the Governing Committee (See Article IV). Members of the Governing Committee are required to actively participate in general email-based meetings as held by the Governing Committee and must provide a vote on at least 3/4 of all electronically conducted voting motions. Absence from two regular meetings in a row, inactivity in electronic meetings, failure to participate in committees or lapse in AHA membership may be cause for removal at the discretion of the Governing Committee. Members of the Governing Committee are expected to uphold the goals/mission of the Governing Committee as follows:

- To promote the art and science of homebrewing specifically and quality beer and brewing in general;
- To serve as an AHA ambassador by promoting the AHA activities and programs;
- To strengthen the AHA as an educational association by communicating suggestions, complaints, needs and trends;
- To review and recommend AHA activities;
- To support the AHA's mission statement.

### **Section 2: *Selection of Members of the Governing Committee***

Candidates shall be nominated by members of the Governing Committee or by the staff of the American Homebrewers Association. Candidates may also be nominated by a petition submitted to the Secretary of the Governing Committee by members of the AHA. The Governing Committee shall vote upon the selection of any and all Candidates nominated by eligible Nominators to Ballot Status. Such Vote shall require a Simple Majority of the Governing Committee to elevate any Candidate(s) to Ballot Status. Candidates will be elected to the Governing Committee by a plurality of the general membership (the candidates with the most votes win). The Governing Committee will break a tie by a simple majority vote of its members. Elections will be held as necessary at least once every three years.

### **Section 3: *Number***

The Governing Committee shall consist of no less than nine (9) members and no more than fifteen (15) members. The size of the Governing Committee may be reduced or expanded upon the recommendation of 2/3 of the Governing Committee. All members should have at least one of the following backgrounds: active homebrewers or professional brewers or beer enthusiasts, BJCP beer judges, active members of homebrew clubs, homebrew shop/retail owners, other professional homebrew fields (wholesalers, manufacturers, publishers, etc.).

### **Section 4: *Term of Service***

Each member of the Governing Committee is elected to serve a three-year term, or shall serve until they are recalled or resignation is tendered. Governing Committee members who are not serving as officers of the Governing Committee must be re-elected as set forth in Section 2 above and may not serve more than three (3) consecutive terms. Governing Committee officers whose terms as officers end in the same year that their terms as Governing Committee members end must run for re-election to the Governing Committee. At the end of three terms, a Governing Committee member shall be required to resign from the Governing Committee for at least one year prior to being considered for Governing Committee membership again. Governing Committee Officers may be nominated to serve additional terms, to be approved by simple majority vote of the Governing Committee.

### **Section 5: *Removal***

Members of the Governing Committee may remove themselves from the Governing Committee by resignation, effective upon presentation of a written or verbal statement of resignation to the Chairperson of the Governing Committee or the director of the AHA. Governing Committee members may be removed by a two-thirds vote of the Governing Committee at any regular or special meeting or electronic vote at which a quorum is present.

### **Section 6: *BA Membership***

Members of the Governing Committee shall elect two of its members as this Governing Committee's representatives on the Brewer's Association Board of Directors (BOD) as specified by the BOD bylaws. Governing Committee members on the BOD shall serve for three years. Except for initial representation on the BOD, Board members will serve staggered terms. Should a Governing Committee member who is on the BOD have their term expire prior to the end of the BOD service period, that member shall continue to serve on the Governing Committee until the BOD term is up, upon which the member will stand for re-election except as outlined in Article III, Section 2 (Election and Term of Office).

## **Section 7: *Emeritus Members***

AHA Governing Committee may, as they deem appropriate, appoint prior Governing Committee members to the position of Emeritus Members who will have all the privileges of regular Governing Committee members except they will not be able to vote as a regular Governing Committee member except in those instances where they carry a proxy from a regular Governing Committee member. Emeritus Members will serve at the discretion of the Governing Committee.

## **ARTICLE III: OFFICERS OF THE GOVERNING COMMITTEE**

### **Section 1: *Duties of Officers of the Governing Committee***

#### *Subsection 1: Chairperson of the Governing Committee*

The Chairperson shall consult with and assist the AHA to coordinate activities of the Governing Committee, assist in the preparation of agendas, and participate in the selection and review of the AHA.

#### *Subsection 2: Vice-Chairperson of the Governing Committee*

The Vice-Chairperson shall assist the Chairperson and the AHA in preparation of agendas and coordinating activities of the Governing Committee. The Vice-Chairperson also will take the place of the Chairperson if the Chairperson is not able to attend a meeting.

#### *Subsection 3: Secretary of the Governing Committee*

The Secretary of the Governing Committee shall provide each Advisor with written notice of regular or special meetings as provided in the bylaws, shall take and distribute the minutes of the meetings, and keep required records of all proceedings of the Governing Committee. The Secretary is responsible for ensuring that relevant notes from Governing Committee meetings are provided to the general membership, as well as, supervise elections.

### **Section 2: *Election and Term of Office***

#### *Subsection 1:*

Officers of the Governing Committee shall be elected to a two-year term by a majority vote of the Governing Committee. Officers shall serve either until the two-year term is expired, resignation is tendered or they are recalled. The Vice Chair would automatically succeed the Chair in the event of the Chair's resignation or for any other inability to perform his duties.

#### *Subsection 2:*

The outgoing Chairperson shall automatically retain his/her seat on the Governing Committee for two years as Past Chairperson, so long as he/she is active as a member of the AHA.

## **ARTICLE IV: MEETINGS OF THE GOVERNING COMMITTEE**

### **Section 1: *Regular Meetings***

There shall be one regular meeting annually of the Governing Committee. It shall coincide with the annual AHA Conference if one is held. Otherwise, another meeting date shall be scheduled. All measures voted on at any meeting of the Governing Committee can be passed by a simple majority vote of those votes present. An American Homebrewers Association representative must also be present.

### **Section 2: *Committee Meetings***

Meetings of the various committees of the Governing Committee may be called at any time, or at the request of the AHA, (meetings may take place via telephone conference or electronic meetings). Committee members shall be given a minimum of one weeks notice prior to the meeting. Minutes of these meetings shall be recorded and a written report submitted to the AHA and the Chairperson of the Governing Committee within 30 days of the meeting. In some circumstances, committee members may also include AHA members not on the Governing Committee.

#### *Subsection 1: Committees*

The Chairperson of the Governing Committee and/or members of the AHA may initiate the formation of committees to focus on specific areas of concern or interest to the AHA. The committees shall be staffed on a voluntary basis. A written report on the proceedings of committee meetings shall be provided to both the Chairperson of the Governing Committee and the AHA within 30 days following the meeting. Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of the bylaws concerning meetings of the Governing Committee.

#### *Subsection 2: Executive Committee*

An executive committee consisting of the Chairperson, Vice Chairperson, Past Chairperson of the Governing Committee and AHA director shall work together to coordinate activities of the Governing Committee.

*Subsection 3.* Committees may be formed, at the direction of the Chair, in order to pursue activities deemed necessary.

### **Section 3: *Special Meetings***

Special meetings of the Governing Committee may be called by the Director of the AHA, Chairperson of the Governing Committee or any four members of the Governing Committee. Written notice shall be given of the meeting date, time and place at least one month prior to the meeting. Telephone conference calls may constitute a special meeting with 7 days notice. If a majority of the entire Governing Committee carries the vote with a quorum voting, the motion may be passed without regard to the remaining votes.

#### **Section 4: *Electronic Representation***

On-going electronic (email) discussions will constitute an on-going meeting. Participation in the email discussions constitutes participating in the meeting. Votes will be called for by the Chairperson, or in his/her absence the Vice-Chairperson. A period of seven days may lapse for the return of votes to be counted. A vote is carried by the appropriate majority of the voting quorum. A vote is carried by a Simple Majority. If a majority of the entire Governing Committee carries the vote with a quorum voting, the motion may be passed without regard to the remaining votes.

#### **Section 5: *Alternate Communication***

Each member of the Governing Committee may assign a proxy for their vote to any other member of the Governing Committee to represent that individual in case of any absence at any given meeting, regular, special or electronic, or for a specified period of time. Such proxy shall be written, (email authorization permitted) specify the meeting/event/duration for which granted, and be all encompassing in it's authority on any issue, except as noted in the written proxy, for the duration of any such specified meeting. Any such proxies shall be presented to the Chair at the earliest opportunity at the commencement of said meeting or period prior to any voting.

### **ARTICLE V: QUORUM**

#### **Section 1. *Quorum***

A majority of the Governing Committee's votes shall constitute a quorum. If a quorum is not present at any regular or special meeting of the Governing Committee, a majority of Advisors present may adjourn the meeting without further notice. For electronic meetings a quorum is a majority of the Governing Committee as indicated by the votes received.

### **ARTICLE VI: AMENDMENTS**

#### **Section 1. *Amendments***

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds vote of the full Governing Committee. Upon the request of any two members of the Governing Committee, a single 20-day waiting period shall be imposed. Any proposed amendment shall include a fully written subsection. No article or subsection may be amended more often than once every twelve months.

### **ARTICLE VII: DISSOLUTION**

#### **Section 1. *Dissolution***

This Governing Committee may be dissolved at any time by a two-thirds vote of the full Governing Committee for a Dissolution Resolution, which must be in accordance with applicable laws and statutes.