

# BYLAWS OF THE [Enter Club Name Here], INC.

Month Day, Year

Revision: 1.0

*Bracketed [ ] entries are provided as examples for your consideration. Amend bracketed entries as needed to meet the club's nomenclature or requirements. Erase all brackets throughout the bylaws and erase this introductory statement when finalizing your bylaws document.*

## ARTICLE 1: NAME

The name of this not-for-profit corporation is the [Enter Club Name Here], Inc. (Club).

## ARTICLE 2: PURPOSES

The purposes of the Club shall be to conduct programs of:

- A. Promoting the hobby of home brewing beer, mead, cider, or sake and other topics as may be included by the American Homebrewers Association,
- B. Studying beer, mead, cider, or sake history, science, art, or any subject related thereto,
- C. Judging beer, mead, cider, or sake, both homebrew and professionally made,
- D. Engaging in the topic of other fermented beverages,
- E. [optional] Promoting the American Homebrewers Association,
- F. [optional] Being a member club of the American Homebrewers Association.

## ARTICLE 3: MEMBERSHIP

Membership shall be open to anyone with an interest in home brewing beer, mead, cider, and/or sake. Membership applications from individuals with no interest in the purposes as defined in Article 2 of the Club or from individuals not having reached the age of 21 shall be declined.

Membership term shall be for one (1) year, ending each [31<sup>st</sup> of December?]. There shall be the following classes of membership in the Club. Membership is perennially renewable excepting as stated in Article 3.4.

Members meeting the qualifications of Article 3 and not subject to Article 3.4 are considered to be in good standing with the Club.

### 3.1. Membership Classes

#### 3.1.1. Individual Membership

Individual members are natural persons of at least 21 years old at the time of their application and who have paid membership dues as prescribed in Article 3.3.1. Individual members shall have the right to attend all Club meetings and events, vote for Club Board members, vote on proposed changes to the Club Bylaws, hold Club office, be appointed to Club committees, and to chair Club committees. Each Individual Member is entitled to one (1) vote on any Club matter. Membership is subject to Article 3.3.

#### 3.1.2. Family Membership

Family Membership extends the Individual Membership to include the Individual

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Member's spouse or partner. All Family Members shall be natural persons of at least 21 years old at the time of their application. The Family Membership is entitled to one (1) vote on any Club matter. Either member may cast the one (1) vote but both members may not cast a vote on the same topic.

Family Membership includes only two individuals. Beyond the two memberships bestowed in Family Membership, other family members of an age of 21 years or older in the Family Membership household shall be required to hold their own Individual or Family Membership. Membership is subject to Article 3.3.

### **3.1.3. Honorary Membership**

At the discretion of the Board, a person may be conferred the title of Honorary Member. Such recipients may or may not be a current or past member of the Club. Honorary Members are not entitled to voting privileges or other rights as defined in the Individual or Family Membership unless the Member has paid dues as an Individual or Family member.

Honorary Membership

- may or may not have an expiration date,
- does not require dues or assessments, and
- is subject to Article 3.3.

Honorary Membership shall be bestowed only to persons in good standing with the Club as defined in Article 3.

### **3.1.4. Life Time Membership**

At the discretion of the Board, Life Time Membership may be conferred on an active Individual Member in good standing with the Club as defined in Article 3. Such recipient shall be a member who has provided long-term support, leadership, and benefit to the Club. Life Time Membership may be applied at the Individual Membership or the Family Membership level and includes voting rights. Life Time Membership has no expiration date and waives all annual dues and assessments in perpetuity. Life Time Membership is subject to Article 3.3.

## **3.2. Membership in the American Homebrewers Association (AHA)**

While the Club promotes and participates in events sponsored by the American Homebrewers Association (AHA) and while the Club's membership benefits from the AHA, membership in the AHA is not a pre-requisite or requirement for membership in the Club.

## **3.3. Membership Acceptance**

Upon application for membership and payment of the appropriate annual dues, the applicant(s) is/are contingently accepted as a member of the Club.

Membership is accepted when: (a) a signed application is presented from each applicant, (b) the appropriate dues are presented to the Treasurer, and (c) the membership at a scheduled club meeting approve the applicant's membership. Application is contingently accepted until the applicant(s) has/have provided valid government-issued photo identification proving that

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the applicant(s) is/are at least 21 years old. Any Board member may authenticate the age on the applicant's government-issued photo identification.

**3.3.1. Dues**

The dues and fees for all Club members shall be established by vote of the membership at a [*annual?*, *quarterly?*, *monthly?*] business meeting.

Annual dues shall be payable at the [*December?*] club meeting.

Failure to submit the full amount of dues by [*March 31st?*] shall terminate an Individual's / Family's membership for that calendar year. Membership may be reinstated by payment of the full year's dues. No prorated dues are available for late payment.

New members may be assessed dues proportionately to the time elapsed since the beginning of the year.

**3.4. Revocation of Membership**

Membership in the Club may be revoked by motion and concurrence of not less than [*three-quarters?* (*3/4?*)] of the Board. Prior notification of the pending vote will be given to the member in question and to the general membership. Grounds for revocation of membership shall include evidence of action(s) by the member which are inconsistent with and in conflict with these Bylaws. Notification must be made to the specific person subject to revocation. The non- revoked member in a Family Membership shall continue as a Family Membership of one (1) retaining all rights and privileges of the Family Membership until the end of the membership year.

Revocation of membership shall be only for egregious acts committed by the member. The process to revoke a member's application shall require:

1. Written notification to the individual at the individual's address last known to the Club. Notification shall be by first class postal mail postage prepaid return receipt requested. Written notification may also be via other mediums as long as they are private and secure.
2. Notification to state the length of time of the revocation.
3. Notification to precede the Board vote by at least [*30?*] calendar days.
4. Board voting to be in person. Email voting or proxy votes are not permitted.
5. A [*three-quarters?*] majority vote of the Board to invoke the revocation.

Revocation shall be no less than the rest of the term of membership and may be as long as in-perpetuity. No dues or fees shall be refunded up on revocation.

Reinstatement after completion of revocation term shall require person to submit a new application and be in compliance with all provisions of Article 3.

**ARTICLE 4: MANAGEMENT OF THE CLUB**

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The Board is comprised of Mandatory Officers and Standing Committee chairpersons.

**4.1. Executive Board (Board)**

**4.1.1. Members**

The Management of the Club shall consist of a Board composed of at least the following members:

- President [*or title of club's senior-most officer*]
- Vice President [*or title of club's secondary officer*]
- Secretary [*or title of club's record keeping officer*]
- Treasurer [*or title of club's fiscal officer*]
- President Emeritus, [*or title of club's immediate past leader*] and
- all Standing Committee Chairpersons established at the Annual Board meeting.

Each Board member shall be a member in good standing of the Club as defined in Article 3.

**4.1.1.1. Mandatory Officers**

Mandatory Officers are the minimum officers required to form a Board. The minimum shall include:

- President [*or title of club's senior-most officer*]
- Vice President [*or title of club's secondary officer*]
- Secretary [*or title of club's record keeper*]
- Treasurer [*or title of club's fiscal officer*]
- President Emeritus, [*or title of club's immediate past leader*]

Mandatory Officers in this category may not hold more than one office in either category of offices except that of President Emeritus [*or title of club's immediate past leader*] who shall be permitted to carry more than one office. [*limiting members to hold only one position may not be feasible in small clubs, eliminate this requirement if it doesn't fit your club.*]

Mandatory Offices carry no term limits except that of Treasurer. Treasurer is limited to two (2) consecutive one (1) year terms. A person may be re-elected as Treasurer after a one (1) year vacancy from the office of Treasury. [*limiting the number of consecutive terms at Treasurer is a recommended safeguard for the club*]

Mandatory Officer responsibilities are defined in Article 5.

**4.1.1.2. Standing Committee Chairpersons**

Standing Committee Chairpersons are those additional positions that provide for a more efficient spread of responsibilities. A person may hold one or more these offices. A Mandatory Officer may not hold any of these offices except as exempted in Article 4.1.2. Offices are filled or vacated at the discretion of the Board and may be

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inactivated, dissolved, created or have responsibilities altered at any time during the year. As such, the responsibilities are not delineated in these Bylaws. Following are some of the established committees. [*Amend committee posts and position names as appropriate for your club*]

- Membership Chairperson
- Weekend Coordinator Chairperson
- Monthly Weeknight Meeting Chairperson
- Events Chairperson
- Competitions Chairperson
- Communications Chairperson
- Pub Night Chairperson
- American Homebrewers Association (AHA) Liaison Chairperson

## **4.1.2. Officer Votes**

A Board member is limited to one vote regardless of the number of offices the Board member holds.

## **4.1.3. Terms of Office**

All Mandatory Board members will be annually elected to a one-year term with the exception of the President Emeritus [*or title of club's immediate past leader*]. All Mandatory Board members shall have been an active member in good standing in the Club for no less than 11 months at the commencement of their term.

President Emeritus [*or title of club's immediate past leader*] inherits the office as a function of a new President [*or title of club's senior-most officer*] being voted into office. President Emeritus [*or title of club's immediate past leader*] retains the office until another President [*or title of club's senior-most officer*] is elected.

All Committee Chair Board members will be annually elected to a one-year term. All Committee Chair Board members shall have been an active member in good standing in the Club for no less than six (6) months at the commencement of their term.

## **4.2. Responsibilities**

The Board shall determine the policies of the Club, set annual membership dues, and attend meetings.

## **4.3. Board Meetings**

### **4.3.1. Schedule and Frequency**

The Board shall meet publicly no less than once a year with the first such meeting designated as the Annual Business Meeting. [*adjust as appropriate for your club*] The date of the next business meeting shall be set by the Board before the adjournment of each meeting. Meeting dates shall be published in the minutes of the meeting at which they were set. Minutes for each meeting shall be posted conspicuously and notification sent to

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all active membership.

Except for meetings of the Board specially called for the purpose of amending the Bylaws, notice of which must be given in writing thirty (30) days in advance, additional meetings of the Board may be held at any time.

**4.3.2. Quorum**

A quorum of the Mandatory Officers of the Board shall be necessary to conduct the formal business of the Club and to adopt policies and positions. A quorum is defined as three (3) Mandatory Officers and two (2) Committee Chair Board members [*adjust as appropriate for your club*].

**4.3.3. Proxies**

A Board member unable to attend a meeting may appoint a proxy to attend the meeting and vote in his/her absence. In order to appoint a proxy, the Board member must notify the President [*or title of club's senior-most officer*] or the presiding Officer prior to the meeting. The proxy must be a Club member in good standing. The proxy does not need to be a Board member. A member may not represent more than one (1) proxy vote.

**4.3.4. Non-Meeting Motions from the Executive Board**

The President [*or title of club's senior-most officer*] may determine that a time-critical decision of the Board is required prior to the next scheduled Board meeting and therefore accept a motion to be considered and discussed by e-mail, conference call, or other electronic means. Procedurally, the motion may be presented by any member to the President [*or title of club's senior-most officer*]. The President [*or title of club's senior-most officer*] will determine if the motion requires immediate action and is appropriate to be considered given the limited ability to interactively communicate. If the President [*or title of club's senior-most officer*] accepts the motion, it will be communicated to the entire Board and after a second on the motion is received, the motion shall then be published to the general membership and discussions may proceed.

Any Board member may request to the President [*or title of club's senior-most officer*] that the motion be postponed until the next Board meeting. The President [*or title of club's senior-most officer*] shall be obligated to postpone the motion unless the request is overruled by a two-thirds (2/3) majority of the Board members.

If no request to postpone the motion is received, the President [*or title of club's senior-most officer*] will monitor discussion and call for a vote as appropriate. A motion voted in this manner shall be recorded in the minutes of the next Board meeting.

**4.3.5. Meeting Procedures**

Robert's Rules of Order, as revised, shall govern all procedural questions not specifically addressed by these Bylaws. These rules may be set aside in part or in whole by vote of the Board. Robert's Rules of Order shall not be set aside in fiduciary matters.

Unless otherwise stipulated in these Bylaws, a simple majority vote of the membership in attendance shall suffice. Votes of abstention shall count neither for nor against the motion.

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**4.4. Establishment of Committees**

The Board has the authority to create and dissolve standing committees and/or ad-hoc committees and to determine the organizational structure of each. The President [*or title of club's senior-most officer*] shall have the authority to create and dissolve ad-hoc committees and to determine the organizational structure of each.

**ARTICLE 5: CLUB OFFICERS**

The Officers shall have the usual powers of Officers in the administration of the affairs of the Club.

**5.1. Responsibilities**

**5.1.1. President** [*or title of club's senior-most officer*]

The President's duties shall include the following:

- Give notice of the Annual Business Meeting, meetings of the Board, and other specially called meetings to conduct business of the Club.
- Prepare records and reports required of the Club to include those filings required by Federal, State, and local government agencies. Filings may include: Corporate filing with the State and Form 990-N filing with IRS.
- Ensure a slate of officers is prepared for the following term.
- Conduct elections as prescribed in the Bylaws.
- Ensure duties of other Officers are performed ensuring satisfactory running of the Club.
- Perform other duties of offices where the officer prematurely vacates the office.
- Perform other duties as necessary to ensure the continuing operation of the Club.

**5.1.2. Vice President** [*or title of club's secondary officer*]

The Vice President's duties shall include the following:

- Assist the President in the performance of the President's duties
- Serve as an *ex-officio* member of all standing committees, ad-hoc committees, and any special advisory committees that may be established by the Board.
- Perform other duties as necessary to ensure the continuing operation of the Club.
- Prepare a slate of officers for the elections.

**5.1.3. Secretary** [*or title of club's record keeper*]

The Secretary's duties shall include the following:

- Record and maintain the minutes and proceedings of all Club business meetings and motions.
- Assist the President in completing reports required of the Club.
- Maintain federal, state, and local reports on behalf of the Club.

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- Maintain an inventory of the Club's assets and to whom the assets are checked out.

**5.1.4. Treasurer** [*or title of club's fiscal officer*]

The Treasurer's duties shall include the following:

- Record and maintain the receipts of the Club and disburse monies for expenditures in accordance with the policies adopted by the Board.
- Maintain adequate books and records showing disbursements and income, and issue semi- annual financial statements.
- Maintain a roster of paid members.
- Notify members to be dropped from membership for failure to pay dues.
- Assist the President in completing reports required of the Club.
- Be a signatory on the Club financial accounts including the checking account.
- Present an annual budget.
- Conduct annual audits of the treasury.

**5.1.4.1. Audits**

The Treasurer shall conduct an annual audit of the financial accounts of the Club. The Audit Committee shall consist of no less than three (3) active paid members in good standing of which at least one member shall be a non-Mandatory Officer. The Audit shall be completed by the end of January with the Audit report due at the next Board meeting.

When a new Treasurer is elected, the Audit Committee must include both the outbound Treasurer and the new inbound Treasurer.

Any member in good standing may call for an audit of the Treasurer at any time by notifying the President [*or title of club's senior-most officer*]. Such audit shall occur within 30 days of petition. The member calling for the audit must be on the Audit Committee. The President [*or title of club's senior-most officer*] may appoint at their discretion other members to the Audit Committee. The Treasurer shall not be subjected to more than four (4) audits per calendar year.

**5.1.5. President Emeritus** [*or title of club's immediate past leader*]

The President Emeritus's duties shall include the following:

- Attend business meetings as called.
- Advise Board.

**5.2. Succession of Officers.**

In the absence or disability of the President [*or title of club's senior-most officer*], the Vice President [*or title of club's secondary officer*] shall succeed to those powers and duties of the President.

In the absence or disability of the Vice President [*or title of club's secondary officer*], the



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Secretary [*or title of club's record keeper*] shall succeed to those powers and duties of the Vice President.

In the absence or disability of the Secretary [*or title of club's record keeper*], the Treasurer [*or title of club's fiscal officer*] shall succeed to those powers and duties of the Secretary.

In the absence or disability of the Treasurer [*or title of club's fiscal officer*], the President Emeritus [*or title of club's immediate past leader*] shall succeed to those powers and duties of the Treasurer. In the event the office of the President Emeritus is vacant, the President [*or title of club's senior-most officer*], as a signatory on all club financial accounts, shall succeed to those powers and duties of the Treasurer.

Should an Officer fail or otherwise be unable to satisfactorily perform his/her duties, the position may be declared vacant by motion and concurrence of not less than three-quarters (3/4) of the Board.

Should a vacancy occur on the Board, the remaining Board members shall appoint a replacement to fill that vacancy. The person so appointed shall serve only until the next Board is elected.

## **ARTICLE 6: ELECTIONS**

### **6.1 Nominations**

A slate of candidates shall be distributed to all club members at least 30 days in advance of the Annual Business Meeting. No nominee's name may be included on the ballot without his/her express acceptance of nomination to a specific position on the Board.

### **6.2 Elections**

Officer elections shall be held at the Annual Business Meeting. Candidates shall be elected with a majority vote of members present at the Annual Business Meeting. The newly-elected Board will be seated on the first day of [*January?*] following the election.

### **6.3 Absentee Ballots**

Absentee ballots are not permitted for any election.

## **ARTICLE 7: ANNUAL BUSINESS MEETINGS**

The Club shall hold an Annual Business Meeting each December [*amend date as appropriate for your club*], notice of which shall be given in writing to the membership at least thirty days (30) in advance. The purposes of the meeting shall be to:

1. Elect Club Officers,
2. Review matters of policy and finance, and
3. Update members on the business of the Club.

## **ARTICLE 8: AMENDMENT OF BYLAWS**

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Amendments to these Bylaws may be proposed by any member of the Board or by petition of at least ten (10) individual members of the Club.

The motion/petition to amend the Bylaws must be presented at a regularly scheduled Board meeting. The specific text of proposed change(s) must then be communicated to the membership in written form prior to final consideration at a meeting as outlined in Article 4.3.4. Concurrence of not less than three-quarters (3/4) of voting members attending the specified meeting is required for passage of each amendment. Under the above procedures, only minor changes which do not change the meaning or intent to the language from that published may be allowed at the time of adoption.

**ARTICLE 9: NON-PROFIT STATUS, POWERS, AND LIMITATIONS**

**9.1 Authority**

The Club is a non-profit corporation. Except as otherwise limited by the provisions of the Articles of Incorporation, the Club shall have all the general rights and privileges and powers that may be conferred upon organizations under Not-For-Profit Corporations in the State of [Insert State name here].

**9.2 Payments**

No part of the net earnings of the Club shall accrue to the benefit of or be distributed to its members, Officers, or any other private person, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Club as set forth in the Articles of Incorporation granted by the State of [Insert State name here].

**9.3 Prohibition on Influencing Legislation**

No substantial part of the activities of the Club shall be to carry on propaganda, or otherwise to attempt to influence legislation and the Club shall not participate in or intervene in (including the publishing of statements) any political statements on behalf of any candidate for public office. [This paragraph is required if the Club obtains 501(c)(7) non-profit status (social/recreational club). This paragraph may be deleted if the Club obtains 501(c)(4) non-profit status (political/advocacy organization).]

**9.4 Restrictions to Preserve Not-For-Profit Status**

Notwithstanding any other provisions of these Bylaws, the Club shall not carry on any other activities that are not permitted:

1. By a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1984 (or the corresponding provision of any future Internal Revenue Code).

**9.5 Tax Deduction**

In accordance with IRS rulings, the Club as a 503(c)(7) eligible entity, does not issue statements of tax deductibility to anyone in regards to providing funds or other forms of financial or non- financial value, whether directly or indirectly, to the Club above and beyond that of the required membership dues and assessments.

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**ARTICLE 10: DISSOLUTION**

It shall be the duty of the President [*or title of club's senior-most officer*] upon club dissolution to make arrangements for the transfer of assets in accordance with Article VI of the Articles of Incorporation of the [*insert Club name*], Inc. In the absence of the President, the highest ranking Officer shall bear this responsibility.

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|-------------------|------------------------|----------------------|
| 1.0               | Original bylaws        | 2014-11-05           |