



# Governing Committee Bylaws

Amended March, 2021

## 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*

Other than e-mail or electronic participation, members of the Governing Committee are required to attend all regular and special meetings of the Governing Committee (See Article IV). Members of the Governing Committee are required to actively participate in general meetings as held by the Governing Committee and must provide a vote on at least 3/4 of all electronically conducted voting motions. Unexcused absence from two consecutive regular meetings, 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;
- As elected Governing Committee Members, to serve as Advisors to the AHA Staff and the general membership;
- To strengthen the AHA as an educational association facilitating information to address evolving issues, 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. Current employees of the Brewers Association (BA), and by extension the American Homebrewers Association, are not eligible to be candidates for Governing Committee seats. Former BA employees may not be nominated for a Governing Committee seat for a period of one year following the end of their employment with the BA. Employees or agents of breweries not eligible to be voting members of the Brewers Association are not eligible to run for the Governing Committee. If a member of the Governing Committee becomes employed by or substantially affiliated with such a brewery their term, the member shall be deemed to have immediately resigned from the Governing Committee. Persons employed by or affiliated with a brewer that does not qualify as a voting





member of the Brewers Association MAY serve on subcommittees or working groups, but may be excluded from conversations that involve confidential information of the AHA and/or BA. 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 yearly as needed and at a time and in a manner established from time to time by the Governing Committee.

### **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. Selections will favor candidates that have at least one of the following backgrounds: active homebrewers or professional brewers, BJCP beer judges, active members of homebrew clubs, homebrew shop/retail owners, other professional homebrew fields (wholesalers, manufacturers, publishers, etc.). Those with backgrounds not listed above may be considered if they would provide additional value to the Governing Committee.

### **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) terms. Governing Committee officers whose terms end in the same year that their terms as Governing Committee members end must run for re-election to the Governing Committee. Governing Committee Officers may be nominated to serve additional one to three (1-3) year terms, to be approved by simple majority vote of the Governing Committee. In the event of a vacancy created on the Governing Committee by removal, resignation, or inability to serve, the member's seat will remain vacant until the next Governing Committee election.

### **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 and 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 a number 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. 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, elect prior Governing Committee members to the position of Emeritus Members who will have all the privileges of regular Governing Committee members with the exception of voting privileges unless they carry a proxy from a regular Governing Committee member. Emeritus members carrying a proxy from a regular Governing Committee Member must notify the Chairperson at least 24 hours before the regular meeting. Emeritus Members will serve at the discretion of the Governing Committee and participation at Governing Committee meetings shall be by invitation.

## **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 Staff 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 Staff 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 the Chair to perform their duties.

#### *Subsection 2:*

The outgoing Chairperson shall automatically retain a seat on the Governing Committee for two years as Past Chairperson, so long as that person 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. A representative from the American Homebrewers Association staff must also be present.

### *Section 2: --Meetings Sub-committees*

#### *Subsection 1: Executive Sub-committee*

An executive sub-committee consisting of the Chairperson, Vice Chairperson, Secretary, Past Chairperson of the Governing Committee, a designate from the BA Board of Directors, and AHA director shall work together to coordinate activities of the Governing Committee.

#### *Subsection 2: Additional Sub-committees*

Additional sub-committees may be formed, at the direction of the Chair or Executive Sub-committee, in order to pursue activities deemed necessary. These sub-committees shall be chaired or co-chaired by a Governing Committee Member and shall have an AHA Staff Liaison.

Meetings of the various sub-committees of the Governing Committee may be called at any time, or at the request of the Governing Committee Chairperson, or the AHA Staff. Meetings may take place electronically. Sub-committee members shall be given a minimum of one week's notice prior to the meeting. Written notice for the AHA Annual Meeting shall be given noting the meeting date, time and place at least one calendar month prior to the meeting. Minutes of these meetings shall be recorded by the chair/co-chair and a written report submitted to the AHA and the Chairperson of the Governing Committee within 30 days of the meeting.

### *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. These meetings shall be conducted as outlined in Article III, Section 2 (above). 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 its 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 simple 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 eighteen (18) 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.

