



## **By-Laws**

**Article 1:** The name of this corporation is the Iowa Brewers Guild, Inc., a non-profit Iowa corporation (the Association).

### **Article 2:** Purposes of Organization

The Association is organized and operated exclusively for non-profit purposes. The Association is organized to:

1. Promote, in every lawful manner, the common interests of the members and the licensed brewing industry in Iowa;
2. Employ agents to collect information of value to members regarding laws, provision, directives, and orders as may be made by the United States government, the State of Iowa, and the political subdivisions thereof of serving the Association, and to circulate such information to the members and general public;
3. Hold membership in other associations, although the Association shall not be deemed to have approved the action of other associations by such membership, unless the Board of Directors so approves;
4. Perform such other acts as may be necessary, in the opinion of the Board of Directors, to carry out the purpose of this Association. The Association shall not fix or set the prices and terms upon which the members buy and sell beer, limit or control the amounts of beer produced or purchased, boycott customers or suppliers, or allocate markets and customers.

### **Article 3:** Members

1. Membership: Membership shall be open and available to any individual, partnership, or corporation who pays the membership dues as may be established from time to time by the Board of Directors and is actively engaged in the production of beer within the State of Iowa.
2. Definition of a Regular Member: A brewing organization that brews common brands, names, and formulas at a facility in Iowa which it owns a majority interest. If there is more than one brewing organization involved in a brewing facility, the one holding a majority interest is eligible for regular membership. The member must hold a TTB Brewer Notice. The brewery must qualify for the Federal Excise Tax exemption

applicable to brewers producing no more than 2 million barrels of product a year. A contract brewer who does not own a majority interest in a brewing facility in Iowa is not eligible for a regular membership.

3. Definition of an Associate Member: Tradesmen and suppliers doing business with the brewing industry or any individual, partnership, or corporation in an allied industry or endeavor may be admitted as a non-voting Associate Member. An Associate will pay minimum dues as set by the Board of Directors. There are no voting rights for Associate Members. An Associate Member is not eligible to be elected to the Board of Directors.
4. Definition of a Retail Member: Retail licensees who sell Iowa beer and are deemed appropriate by the Board of Directors may be admitted as a non-voting Retail Member. A Retail Member will pay minimum dues as set by the Board of Directors. There are no voting rights for Retail Members. A Retail Member is not eligible to be elected to the Board of Directors.
5. Definition of an Enthusiast Member: Beer enthusiasts may be admitted as a non-voting Enthusiast Member. An Enthusiast Member will pay Minimum dues as set by the Board of Directors. There are no voting rights for Enthusiast Members. An Enthusiast Member is not eligible to be elected to the Board of Directors.
6. Resignation: Any Member in good standing may resign from the Association upon delivery of a written notice to the Association before the effective date of the resignation. The resigning Member is responsible for dues assessed up to the effective date of the resignation.
7. Expulsion: A Member may be suspended or expelled from membership by action of the Board of Directors for non-payment of dues, fees, or for the violation of any provision of these Bylaws.

#### **Article 4: Representation**

1. Voting Rights: For purposes of voting for the Board of Directors and any other official Association business, each member shall have one vote. Voting by proxy shall not be allowed. Only active members or their representatives, in good standing, are entitled to cast votes in matters of the Association. All members are eligible to serve on committees.
2. Nomination for Board of Directors Positions
  - Section 1. Ninety days prior to the annual general membership meeting, the Officers shall appoint a Nomination Committee of three members, not more than one of whom shall be a member of the existing Board of Directors. The Nomination Committee shall ensure that members have an opportunity to submit names for consideration prior to making its final nomination.
  - Section 2. Nomination shall be submitted to the membership at least thirty days in advance of the annual meeting. Directors of the Board are individual representatives of the member organization and not the member entities themselves. There shall be no more than one individual representative nominated per brewing organization.
  - Section 3. Any Regular Member shall have the right to nominate a candidate, including himself, by notifying the Association prior to thirty days before the election.

3. Election to the Board of Directors: Will be held at the annual general membership meeting right after the Chair entertains nomination from the floor and the nominations are closed. Board members will be elected as follows: A minimum of four regular member directors by a vote counting the votes of the members. In the event of a tie, it will be decided by a coin toss.
4. Vacancies: If a vacancy occurs in the office of the President of the Board of Directors, the Vice President shall serve as President for the remainder of the term. Vacancy in the office of Vice President, Treasurer or a director position shall be filled for the balance of the unexpired term by nominees submitted by the President and approved by the Board of Directors.

#### **Article 5: Board of Directors**

1. Authority: The business and affairs of the Association shall be managed by the Board of Directors, which may exercise all such powers of the Association as are permitted by law, the Article of Incorporation, or these Bylaws.
2. Number of Directors: The number of directors of the Association shall be at least five and no more than seven.
3. Term of Office: Each director shall serve a term of two years. Three directors shall be elected in the even number years, and two directors, including the directors elected by the Associate members, shall be elected in the odd numbered years.
4. Meetings: There shall be one annual general membership meeting at a time and place set by the Board of Directors. Additional meetings of the Board of Directors shall be held from time to time and shall be called by the President of the Board of Directors at the request of any Director.
5. Action without a Meeting: Any action required or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent shall have the same effect as a unanimous consent.
6. Notice of Meetings: The time and place of each meeting of the Board of Directors shall be fixed by the President of the Board of Directors, and notice of the time and place of such meeting shall be delivered personally or mailed to each member of the Board of Directors at least one week prior to the date of each meeting.
7. Quorum and Vote: A quorum for transaction of business at a meeting of the Board of Directors shall be a majority of the Board of Directors.
8. Compensation of the Board of Directors: The Board of Directors of the Association shall serve without compensation.

#### **Article 6: Presiding Officers**

1. Designation: The principal officer of the Association shall be the President of the Board of Directors, who shall be elected annually by the Board of Directors from among the Board of Directors.
2. Compensation: The President of the Board of Directors shall serve without compensation.

3. **President of the Board of Directors:** The President of the Board of Directors shall preside at all meetings of the Board of Directors, and perform all duties incident to the office. The President shall see that all orders and resolution of the board of Directors are carried out. He shall at all times represent and act for the Association in its relationships with other organizations or groups and shall with the advice and consent of the Board of Directors, pass upon and determine all questions of policy and public relation which may arise between meetings of the Board of Directors. The President shall have authority to delegate to other officers such of his powers as he may deem necessary and expedient.
4. **Vice President of the Board of Directors:** The Vice President of the Board of Directors shall perform such duties as may be assigned by the President or the Board of Directors, and shall preside at all meetings of the Association in the absence or disability of the President. The Vice President shall be elected annually by the Board of Directors, and shall serve without compensation.
5. **Treasurer of the Board of Directors:** The Treasurer shall audit all expenditures made on behalf of the Association and render a statement of condition of finances of the Association at each Board of Directors meetings and at the annual general membership meeting. The Treasurer shall be elected annually by the Board of Directors from among the Board of Directors, or such individual deemed qualified, and shall serve without compensation.

#### **Article 7: Amendments**

Section 1. Amendments to the bylaws. Amendments to the bylaws must be submitted to a director in writing at least thirty days prior to the general membership meeting. The Board shall then see that the proposal is forwarded to the membership at least fifteen days prior to the general membership meeting for a vote. In order to be accepted to the bylaws, any proposed amendment must receive a majority vote of two-thirds of the general membership present and voting at the meeting.

Section 2. Amendments may be proposed by the Board of Directors of its own initiative, or upon petition to the Board of Directors by three regular members in good standing. All amendments shall be sent out by the Vice President, as directed by the Board.

#### **Article 8: Seal**

Section 1. The corporate seal will have inscribed upon it the name of Iowa Brewers Guild and such other appropriate language as may be prescribed by the State of Iowa or by the Board of Directors.

Section 2. Use of the Seal or other logos created by the Association will be subject to qualifications deemed appropriate by the Board of Directors. Specific permission is required when using such seals or logos.

#### **Article 9: Committees**

Section 1. The Board may create committees as needed, such as fundraising, technical finance, etc. The Board president appoints all committee chairs.

Section 2. Finance Committee. The treasurer is chair of the Finance Committee, which includes at least one other Board Member. The Finance Committee is responsible for developing and reviewing fiscal procedures, and annual budget with staff and other Board members. The Board must approve the budget. The fiscal year shall be July 1 to June 30. The financial records of the organization are public information, and shall be made available to the membership and Board members upon request.

**Article 10: Dues/Membership Fees/Billings**

Section 1. Annual. Dues/Membership fees of members of the Association shall be paid annually in such amounts and on such terms as determined from time to time by the Board of Directors.

Section 2. Arrears. Members who fail to pay their dues within 30 days of the initial billing shall be notified in writing. If payment is not made within 60 days of the initial billing, that member shall receive an intent of termination notice and lose the privilege of voting. If payment is not received within 90 days of initial billing, that member will be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The terminated member is responsible for dues assessed up to the effective date of termination. The Board of Directors may by rule prescribe procedures for extending the timely payment of dues and continuation of membership privileges upon request of a member for good cause shown. Organizations wishing to rejoin the Association will be required to pay all past dues and fees before consideration.

Section 3. Appropriation of Funds. Checks may be signed by the President, the Treasurer, and the Executive Director or other Board designee. Checks over \$500 signed by the Executive Director will need prior approval and/or a second signature.

Section 4. General Sources of Funds. All the income from dues, assessments, gifts, or gain from the operation of the Association shall be for the sole use of the Association, and no division thereof shall, at any time, be made to any member, except in reasonable payment of services rendered by any member to the Association, at the request of the Board of Directors.

Section 5. Dissolution. If the Association should be dissolved, no member will receive any portion of its remaining assets or property. Upon dissolution, the balance of any assets or property of the Association which remains after all debits or obligations are paid will be distributed to any other non-profit corporation which has been selected by the Association's Board of Directors and has been determined by the Internal Revenue Service to be exempt from federal taxes.

**Article 11: Indemnification**

Every Director, Officer, or Employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director, Officer, or Employee at the time such expenses are incurred except in cases wherein the Director,

Officer, or Employee is adjudged guilty or willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, or Employee may be entitled.