

VERMONT BREWERS ASSOCIATION, INC.
BYLAWS

ARTICLE I. GENERAL

- A. NAME: This organization shall be known as Vermont Brewers Association, Inc., hereinafter referred to as “Corporation.”
- B. MISSION: The Vermont Brewers Association was founded in 1995 to promote and strengthen the culture of craft brewing in Vermont through marketing, education and advocating for Vermont made beer.
- C. The Corporation shall observe all local, State and Federal laws which apply to a nonprofit organization as defined in Section 501 (c) 6 of the Internal Revenue Code. The Corporation is formed to operate without profit, and so that no part of its earnings or assets shall ever be distributed as a dividend or inure to the benefit of any private shareholder or individual.

ARTICLE II. MEMBERSHIP

- A. ELIGIBILITY: Any business or individual holding a “Brewers Notice” issued by the U.S Department of the Treasury, Alcohol and Tobacco Tax and Trade Bureau and a Vermont License to Manufacture Malt Beverages issued by the Vermont Department of Liquor Control will be eligible to apply for membership.
- B. APPROVAL: Application for membership shall be in writing and signed by the applicant. Membership shall be approved by the Board of Directors and will begin upon payment of the prescribed membership fee.
- C. MEMBERSHIP FEES: Shall be at such rates as may be prescribed by the Board of Directors, payable annually in advance.
- D. VOTING RIGHTS: Each member in good standing is entitled to one vote in any election, referendum, or membership meeting.
- E. TERMINATION: Any membership may be canceled for non-payment of membership fee after 30 days from the due date by action of the Board of Directors. After 60 days from the due date, if membership fees remain unpaid and no arrangement has been made for paying them, membership shall automatically terminate. Membership may be vacated by a vote of 2/3 of the Board of Directors for unethical business practices after a hearing before the Board.

ARTICLE III. MEETINGS

- A. ANNUAL MEETING: The Annual Meeting of the Corporation shall be held on the first Monday of November of each year or at such other time in as determined by the Board of Directors and notice thereof shall be mailed to each member at least 20 days before said meeting.

B. ADDITIONAL MEETINGS

B1. General meetings of the Corporation may be called by the President at any time or upon petition in writing of twenty-five percent (25%) of the membership in good standing. Notice shall be mailed to each member at least five (5) days prior to each meeting.

B2. Board Meetings may be called by the President or upon written application of two members of the Board. Notice shall be given to each director at least one day prior to said meeting.

B3. Committee meetings may be called at any time by the President, Vice President, or the Committee Chairman.

C. QUORUMS

C1. Fifty (50%) percent of the members of the Board of Directors shall constitute a quorum of the Board of Directors.

C2. At committee meetings a majority shall constitute a quorum.

C3. Majority vote shall be required to pass any motion before the above named bodies.

ARTICLE IV. BOARD OF DIRECTORS

A. RESPONSIBILITY: The Board of Directors shall manage, control and direct the affairs of the Corporation. The Board of Directors shall make all the necessary rules and regulations for the management of the Corporation, and for the due and orderly conduct of its affairs and the management of its property and activity, not inconsistent with the Articles of Incorporation, these Bylaws, or the laws of the state of Vermont.

B. COMPOSITION: The Board of Directors shall be self-perpetuating and shall consist of no fewer than five (5) or more than nine (9) members. The exact number of directors elected within the minimum and maximum, or the range for the size of the Board, or whether the size of the Board shall be fixed or variable range, may be fixed, changed or determined from time to time by the Board of Directors. When electing directors the membership should strive to select a diverse board that represents all of Vermont's craft brewing industry.

C. TERMS OF DIRECTORS: Directors shall be nominated and elected at the Annual Meeting by the membership for a three year term, concurrent terms are allowed. The term will begin starting December 1st of the following year.

D. VACANCIES: If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors or a vacancy resulting from the removal of a Director with or without cause, the Board of Directors may fill such

vacancy until the next election. If the directors remaining in office constitute less than a quorum of the Board of Directors, they may fill such vacancy by the affirmative vote of a majority of all the directors remaining in office.

E. REMOVAL OF A DIRECTOR: A director may be removed by the Board of Directors only at a meeting called for the purpose of removing such director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of directors. A 2/3 majority vote of the Board shall be required to remove a director.

ARTICLE V. OFFICERS

- A. TITLES: The officers shall be President, Vice President, Treasurer and Secretary. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- B. SELECTION: Officers will be elected by the Board of Directors at the first Board of Directors meeting following the annual meeting. Two thirds of the board is required to participate in the vote. Outgoing Directors, those whose terms will end following the annual meeting, do not have a vote.
- C. TERMS OF OFFICE: The term of officers shall be one year, beginning January 1st of the following year. Officers may be re-elected to the same position if their re-election is mutually agreed upon by the officer in question and a majority of the Board of Directors for one more term.
- D. DUTIES OF OFFICERS:
- D1. President: The President shall be the head of the Corporation and shall preside at all meetings of the membership and the Board of Directors. The President shall determine the need for ad hoc committees, select all ad hoc committee chairs and assist in the selection of all ad hoc committee personnel. The President, with the approval of the Board of Directors, shall sign all formal documents of the Corporation.
- D2. Vice-President: The Vice-President shall serve as the first assistant to the President of the Corporation and perform the duties of the President in the absence of that officer.
- D3. Treasurer: The Treasurer shall have the custody of the Corporation's funds and securities, shall keep or cause to be kept a full and accurate account of receipts and disbursements in books belonging to the Corporation, and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation as required in the ordinary course of business or as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular

meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and the financial condition of the Corporation.

D4. Secretary: The Secretary shall be a resident of the State of Vermont and shall attend all meetings of the membership, Executive Committee, and the Board of Directors and shall keep, or cause to be kept, a true and complete record of all the votes and proceedings of such meetings. He or she shall attend to the giving and serving of all notices of the Corporation. The Secretary shall have custody of the Corporate Seal, of the corporate records and keep such books within the State of Vermont. The Secretary shall keep records, which shall always be available for the inspection by members, containing the names of the members of the Corporation and the members of the Board of Directors, including mailing addresses for same. The Secretary shall keep on file true and accurate copies of all documents required by law to be filed with the Vermont Secretary of State and shall perform such other duties as the Bylaws or the Board of Directors may prescribe.

E. EXECUTIVE DIRECTOR:

E1. Duties: The Board of Directors will select and employ an Executive Director who shall be responsible for the general administration of the association's activities. The Executive Director shall be the directing head of the business offices of the Association and shall be the keeper of the bylaws.

E2. Supervision: The Executive Director shall work under the immediate direction of the Board of Directors. The Executive Director shall attend meetings of the Board of Directors and Committees, but shall not be a member of any of these bodies. A two thirds majority of the Board of Directors is required for the hiring and termination of the Executive Director.

E3. With the approval of the Board of Directors, the Executive Director handles all accounting and book keeping to include accounts payable and receivable, preparing monthly financial statements to be presented to the President and Treasurer by the 20th of each month and provided to the Board of Directors quarterly. The Executive Director also works closely with the board to develop and manage the budget and complete the annual 990-tax form. The Executive Director shall also perform such other duties as may be assigned by the President or the Board of Directors and shall be compensated for services.

ARTICLE VI. COMMITTEES AND DIVISIONS

A. APPOINTMENT AND AUTHORITY:

A1. The Board shall authorize and define the powers and duties of all standing and special committees. Committee appointments and chairmen shall be at the will and pleasure of the President and in no event shall exceed the term of the

appointing president. The President of the Corporation is an ex-officio member of all Corporation Committees without vote.

A2. It shall be the function of the Committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated by the Board.

A3. No Committees or Subsidiary Organizations shall take or make public any formal action or make public any resolution or in any way commit the Corporation on a question or policy without first receiving approval of the Board of Directors.

B. EXECUTIVE COMMITTEE:

B1. Members of Executive Committee: There shall be an Executive Committee of this corporation. The Executive Committee shall consist of the Corporation's President, Vice President, Secretary, Treasurer, and those Officers who are, from time to time, appointed by the Board of Directors to the Executive Committee.

B2. Term of Office: An Officer shall become a member of the Executive Committee when he or she is appointed to the Executive Committee by the Board of Directors at a meeting duly held. An Officer shall automatically cease to be a member of the Executive Committee when he or she ceases to be an Officer or Director of the Corporation, whether as a result of resignation, death, incapacity, removal, expiration of term, or otherwise.

B3. Powers of Executive Committee:

- a. The Executive Committee shall have the power to appoint such subordinate officers, employees or agents, as may be necessary in its judgment of the conduct of the business of the Corporation, and designate their titles and compensations, if any.
- b. To the extent permitted by law, the Executive Committee shall have and may exercise all powers and authority of the Board of Directors, **except** the following powers:
 - (1) Authorize distributions;
 - (2) Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets;
 - (3) Elect, appoint or remove directors or fill vacancies on the board or any of its committees;
 - (4) Adopt, amend or repeal the Bylaws or Articles of Incorporation.

B4. Meetings of Executive Committee: The Executive Committee shall meet at the call of any member of that Committee. The Executive Committee may fix its own rules of procedure. A majority of the Executive Committee shall constitute

a quorum, and the affirmative vote of a majority of those present shall constitute the act of the Executive Committee.

B5. Action by Executive Committee without a Meeting: Action required or permitted to be taken at an Executive Committee meeting may be taken without a meeting if the action is taken by all of the Executive Committee members. The action must be evidenced by one or more written consents describing the action taken and signed by each Executive Committee member. Any such written consent shall be filed with or entered upon the Secretary's records of the Corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last Executive Committee member signs the consent, unless the consent specifies a different effective date.

ARTICLE VII. FINANCES

A. All monies paid to the Corporation shall be placed in a general operating account or such other accounts as the Board may designate.

B. No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board of Directors. Upon approval of the budget, the President is authorized to make disbursements on account and expense provided for in the budget without additional approvals of the Board of Directors. Payments in excess of \$5,000 shall be authorized in writing by one of the following: President, Treasurer, or their designee.

C. The fiscal year of the Corporation shall begin on January 1 and close on December 31.

D. The accounts of the Corporation shall be prepared by a Public Accountant annually, as soon as possible after the close of the fiscal year. The annual accounting shall at all times be available to members at the offices of the Corporation.

ARTICLE VIII. INDEMNIFICATION

To the extent permitted by law, every person who is or was a director, officer, committee member or employee of the Corporation shall have a right to be indemnified by the Corporation against all reasonable expenses incurred by such person in connection with or resulting from any claim, action, suit or proceeding in which such person may become involved as a party otherwise by reason of such person being or having been a director, officer, committee member or employee of the Corporation.

ARTICLE IX. DISSOLUTION

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the

members of the Corporation. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE X. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended by a two-thirds (2/3) vote of members present at any regular or special meeting of the Membership of the Corporation for that purpose and provided proper notice (30) days has been given to the entire membership.

ARTICLE XI. DATE OF ADOPTION OF THESE BYLAWS

These bylaws have been adopted by a meeting of the Corporation at a regular meeting held on JULY 15, 1995. These bylaws were revised and approved at the annual meeting on March 27, 2001, December 3, 2012 and November 7, 2016.