

VERMONT BREWERS ASSOCIATION, INC.
AMENDED AND RESTATED BYLAWS

ARTICLE I. GENERAL

- A. NAME: This organization shall be known as Vermont Brewers Association, Inc., hereinafter referred to as "Organization."
- 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 advocacy for Vermont made beer.
- C. The Organization 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 Organization 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. MEMBERSHIP: Any business or individual holding a U.S. Department of the Treasury, Alcohol and Tobacco Tax and Trade Bureau issued Brewers Notice and a Vermont License to Manufacture Malt Beverages issued by the Vermont Department of Liquor Control shall be eligible to apply for membership in the Organization (each, a "Member" and collectively, the "Members").
- B. APPROVAL: Any individual or entity interested in becoming a Member of the Organization shall submit a written and signed application, on a form approved by the Board of Directors, to the Organization. Each application shall be considered by (i) the Board of Directors at a regular meeting or at any special meeting of the Board of Directors or (ii) by a committee comprising board members, and approved or disapproved. Applicants whose applications are approved shall become Members upon payment of the prescribed membership fee.
- C. MEMBERSHIP FEES: 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: A Member may be expelled or suspended and a membership may be terminated or suspended for cause (including failure to pay annual dues within 90 days of the applicable due date) by an affirmative vote of two-thirds of the directors present and voting at any meeting of the Board of Directors at which a quorum is present; provided that (i) the Member is given not less than fifteen days prior written notice of the expulsion, suspension or termination and the reasons therefor and (ii) the Member is given an opportunity to be heard by the Board of Directors, orally or in writing, not less than five days before the effective date of the

expulsion or suspension. A decision by the Board of Directors to expel or suspend a Member made in accordance with this Article II., Section E. shall be final. Any written notice given by mail pursuant to this Article II., Section E. will be given by first class or certified mail sent to the last address of the member shown on the Organization's records.

F. MEETINGS OF THE MEMBERS:

1. ANNUAL MEETING: The annual meeting of the Members shall be held on the first Monday of November of each year or at such other time as determined by the Board of Directors.
2. SPECIAL MEETINGS: Special meetings of the Members will be held on the call of the President or upon petition in writing of twenty-five percent (25%) of the Members in good standing.
3. NOTICE: Notice of the place, date and time of each annual and special meeting of the Members shall be given not less than 10 (or if notice is mailed by other than first class or registered mail, at least 30 days) nor more than 60 days before the meeting date. Notice of a special meeting shall include the purpose or purposes for which the meeting is called. Notice of an annual meeting shall include a description of any matter or matters which must be approved by the Members. Any notice required under this Article II., Section F.3. may be given by a form of electronic transmission if such form of electronic transmission is consented to by the Member to whom notice is given.
4. QUORUM: The lesser of ten percent (10%) or [15] of the Members of the Organization, represented in person or by proxy, at any meeting of the Members shall constitute a quorum, except as otherwise set forth herein. If a quorum is present, action on a matter by the Members is approved if the votes cast by the Members favoring the action exceeds the votes cast by Members opposing the action.
5. ACTION BY WRITTEN CONSENT: Any action required or permitted by the Vermont Nonprofit Corporation Act (the "Act") to be taken at a Members' meeting may be taken without a meeting if the action is taken by the holders of at least a majority of the Members entitled to vote on the action, and if each Member is given prior notice of the action proposed to be taken. Each action must be evidenced by one or more written consents describing the action to be taken, signed by at least a majority of all the Members entitled to vote and delivered to the Organization for inclusion in the minutes or filed with the corporate records. Prompt notice of any action taken by less than unanimous written consent in lieu of a meeting shall be given to all Members entitled to vote on such action under the Act. For purposes of this Article II., Section F.5, written consent may be evidence by an electronic communication or an electronic record.

ARTICLE III. BOARD OF DIRECTORS

A. **RESPONSIBILITY:** The Board of Directors shall manage, control and direct the affairs of the Organization. The Board of Directors shall make all the necessary rules and regulations for the management of the Organization, 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 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 of Directors, or whether the size of the Board of Directors 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 of Directors 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 Members for a three year term, concurrent terms are allowed. The term will begin on the day after the annual meeting and end on the day of the annual meeting of the year the term ends. Terms shall be staggered such that every year approximately one-third of the Board of Directors is elected/re-elected. At the first annual meeting after the approval of these bylaws, the Board of Directors shall establish terms for directors' seats, and the Members shall elect directors to fill any vacant seats, to implement the staggering requirement set forth in this Article III., Section C.

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. **RESIGNATION:** A director may resign at any time by giving written notice to the Board of Directors. The acceptance of such resignation by the Board of Directors shall not be necessary to make the resignation effective.

F. **REMOVAL OF A DIRECTOR:** The Members may remove one or more directors (with or without cause) at a meeting called for that purpose, if notice has been given that a purpose of the meeting is such removal, and if the number of votes cast by the Members to remove the director would be sufficient to elect the director at a meeting to elect directors. The Board of Directors may remove a director for failing to attend two (2) of six (6) regular meetings of the Board of Directors in each fiscal year.

G. **MEETINGS:**

1. ANNUAL AND REGULAR MEETINGS: The annual meeting of the Board of Directors shall be held on the first Monday of November of each year immediately after the annual meeting of the Members or at such other time as determined by the Board of Directors. Regular meetings of the Board of Directors shall be held no less than four times per year.
2. SPECIAL MEETINGS: Special meetings of the Board of Directors will be held on the call of the President or any two directors.
3. NOTICE: Notice of the annual meeting shall be given to all directors at least ten days before the meeting and may be given either orally or in writing (including by telefax or electronic mail). Notice of any regular or special director meeting shall be given at least two days previously thereto either orally or in writing (including by telefax or electronic mail). The business to be transacted at, or the purpose of, any special meeting of the Board of Directors need not be specified in the notice unless otherwise required by law.
4. QUORUM; MANNER OF ACTING: Fifty percent (50%) of directors on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The acting of the majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors unless the Act or these bylaws require a greater percentage.
5. ELECTRONIC/TELEPHONE CONFERENCE MEETING: Any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously communicate with each other during the meeting, including, but not limited to, an electronic, telecommunications and video- or audio-conferencing conference telephone call. A director participating in a meeting by this means is deemed to be present in person at the meeting.
6. ACTION BY UNANIMOUS WRITTEN CONSENT: Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all of the directors take the action, each one signs a written consent describing the action taken, and the consents are filed with the records of the Organization. Action taken by unanimous written consent is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

ARTICLE IV. 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 of Directors is required to participate in the 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 for one additional one-year term 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.
- D. DUTIES OF OFFICERS:
1. President: The President shall be the head of the Organization and shall preside at all meetings of the Members 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 Organization.
 2. Vice-President: The Vice-President shall serve as the first assistant to the President of the Organization and perform the duties of the President in the absence of that officer.
 3. Treasurer: The Treasurer shall have the custody of the Organization's funds and securities. The Treasurer shall be responsible for reviewing monthly financial statements created by the Executive Director, providing an Executive Summary of year-end financial statements for the Members and reporting on the financial position of the Organization when called upon to do so at Board Meetings and the Annual Members Meeting.
 4. Secretary: The Secretary 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 Organization. The Secretary shall have custody of the Corporate Seal and the corporate records and shall keep such corporate records 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 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:
1. Duties: The Board of Directors will select and employ an Executive Director who shall be responsible for the general administration of the Organization's

activities. The Executive Director shall be the directing head of the business offices of the Organization.

2. 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 vote of two thirds of the directors then in office is required for the hiring and termination of the Executive Director.
3. The Executive Director shall handle all accounting and book keeping to include accounts payable and receivable, as well as preparation of 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 shall work closely with the Board of Directors 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.

ARTICLE V. COMMITTEES AND DIVISIONS

A. APPOINTMENT AND AUTHORITY:

1. The Board shall authorize and define the powers and duties of all standing and special committees. Committee appointments and chairs of such committees 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 Organization is an ex-officio member of all Organization Committees without vote.
2. 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.
3. No Committees shall take or make public any formal action or make public any resolution or in any way commit the Organization on a question or policy without first receiving approval of the Board of Directors.
4. No Committees shall:
 - a. Authorize distributions;
 - b. Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Organization's assets;
 - c. Elect, appoint or remove directors or fill vacancies on the board or any of its committees; or
 - d. Adopt, amend or repeal the Bylaws or Articles of Incorporation.

B. EXECUTIVE COMMITTEE:

1. Members of Executive Committee: There shall be an Executive Committee of this Organization consisting of the Organization'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.

Term of Office: The President, Vice President, Secretary, Treasurer shall become members of the Executive Committee upon their election to their respective offices. Any other Officer shall become a member of the Executive Committee when he or she is appointed to the Executive Committee by the Board of Directors. An Officer shall automatically cease to be a member of the Executive Committee when he or she ceases to be an Officer of the Organization, whether as a result of resignation, death, incapacity, removal, expiration of term, or otherwise.

2. Powers of Executive Committee:

- a. The Executive Committee shall have the power to appoint such subordinate officers (which subordinate officers shall not include the President, Vice President, Secretary or Treasurer), employees or agents, as may be necessary in its judgment of the conduct of the business of the Organization, 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 powers prohibited under Article V., Section A.4.

3. 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.

C. COMMITTEE MEETINGS: The sections of Article III., Section G. which govern meetings, notice, and action without meetings of the Board of Directors apply to committees and their members.

D. QUORUM; MANNER OF ACTING: A majority of committee members shall constitute a quorum for the transaction of business at any committee meeting. The acting of the majority of the committee members present at a meeting at which a quorum is present when the vote is taken shall be the act of the committee unless the Act or these bylaws require a greater percentage.

ARTICLE VI. FINANCES

A. All monies paid to the Organization shall be placed in a general operating account or such other accounts as the Board of Directors 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 Organization's annual 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 Organization shall begin on January 1 and close on December 31.

D. The accounts of the Organization 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 Organization.

ARTICLE VII. INDEMNIFICATION

The Organization shall indemnify any individual made a party to a proceeding because he/she is or was a director, officer, employee or agent of the Organization, to the fullest extent permitted by Vermont law, provided that the director, officer, employee or agent met the standards of conduct set forth in the Act, and only to the extent that the status of the Organization as a tax exempt organization under Section 501(c)(6) of the Code is not affected thereby.

ARTICLE VIII. CONFLICT OF INTEREST

The Board of Directors may, from time to time, establish policy guidelines and adopt a conflict of interest policy to protect the interests of the Organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in an excess benefit transaction.

ARTICLE IX. DISSOLUTION

Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Association in accordance with this Article IX. The assets of the Organization shall be transferred to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) or 501(c)(6) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the court of the county in which the principal office of the Organization is then located to such organization or organizations, as said court

shall determine, which qualify as an exempt organization or organizations under Sections 501(c)(3) or 501(c)(6) of the Code.

ARTICLE X. AMENDMENTS TO THESE BYLAWS

A. AMENDMENT: The Members and the Board of Directors may amend these bylaws in accordance with 11B V.S.A. §10.21, as it may be amended from time to time.

B. NOTICE: The Organization shall provide written notice of any membership meeting at which a bylaws amendment is to be voted on in accordance with Article II., Section F.3. The notice must state that the purpose (or one of the purposes) of the meeting is to consider the proposed amendment to the bylaws and contain a copy or summary of the amendment.

Adopted on [_____] [___], 2017 by the Board of Directors and Members of the Organization.

Certified by the Secretary of the Organization.

[_____] , Secretary