

Vermont Brewers Association

Board Handbook



INTRODUCTION

This handbook is designed to aid a person accepting the role of officer or a committee chair in the Vermont Brewers Association (VBA). This handbook is a continuing cooperative project involving past and present officers and committee chairpersons.

Mission Statement

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.

Our Vision

Vermont is the premier state for locally produced world-class quality beer.

Our Values

- We believe in the value of education for brewers and the public
- We value clear, transparent and concise communication
- We believe in maintaining a standard of high quality
- We believe in the responsible enjoyment of great beer
- We believe in the value of representation and advocacy to promote an optimal business climate
- We value and support our consumers, members & staff
- We value the beauty of Vermont's rural landscape and a vital local economy
- We believe in an environment where each individual is treated with dignity and respect

DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS

Board of Directors

The Board of Directors shall consist of no fewer than five (5) and no more than nine (9) members. The officers shall be President, Vice President, Treasurer and Secretary. The Board of Directors is the highest legislative body of the Vermont Brewers Association and its functions shall be:

- To manage, control and direct the affairs of the Organization
- To create all the necessary rules and regulations for the management of the Organization
- To be responsive to the needs of brewers throughout the state of Vermont.
- To initiate action and formulate operational policies to govern the Organization
- To review and approve an annual operational budget
- To act on the reports of the officers and committee chairs
- To propose amendments to the bylaws for presentation to the membership
- To exercise such other powers and functions as may be necessary or desirable to carry out the business of the Organization, not in conflict with the bylaws.
- To establish a strategic plan, revisited annually, for the Organization
- To oversee the Executive Director

All Director's duties shall include:

- Attend all board meetings (typically four) and (one) retreat
- Attend annual membership meeting (November)
- Be an active member of at least one committee
- Read the board packet in its entirety prior to each meeting
- Uphold fiscal responsibilities
- Respond to communication in a timely fashion
- Serve as a leader in meeting income goals and managing expenses with the VBA board and staff

President

The President shall be the head of the Corporation and shall preside at all meetings of the membership and the Board of Directors. In addition to the duties outlined in the bylaws, additional duties shall include:

- Provide operational guidance to the Executive Director on a daily or weekly basis as needed
- Work with the Executive Director to develop agendas for board meetings and strategic planning sessions
- Review and approve expense reports submitted by the Executive Director
- Responsible for the smooth transition for an incoming President

Vice President

The Vice President shall serve as the first assistant to the President and will perform the duties of President in the absence of that officer.

Treasurer

The Treasurer shall have the custody of the Organization's funds and securities. In addition to the duties of the Treasurer outlined in the bylaws, additional duties shall include:

- Serve as Chair of the Finance Committee.
- Review the monthly financial statements created by the Executive Director
- Provide an Executive Summary of year end financial statements for the membership
- Report on the financial position of the Organization when called upon to do so at Board meetings and Annual Membership Meeting

Secretary

The Secretary shall attend all meetings of the membership, Executive Committee and the Board of Directors. In addition to the duties of the Secretary outlined in the bylaws, additional duties shall include:

- Taking the minutes and records of the meetings which shall always be available to members
- Keeping a true and complete record of all the votes or proceedings at such meetings
- In the event of being unable to attend a meeting, make a responsible effort to appoint another board member to take minutes

Executive Director

The Executive Director shall be the directing head of the business office of the Organization and the keeper of the Bylaws. The duties of the Executive Director shall include:

- Staff and contract supervisor
- Financial management

- Community relations
- Membership coordination
- Board relations
- Program management and development
- Perform other duties as may be assigned by the President or the Board of Directors

PROPOSED BOARD SCHEDULE – SUBJECT TO CHANGE

- January 28 - Board Meeting 12-4, Simple Roots
- March 11 - Board Retreat 9-4, TBD (Bob's House?)
- June 17 - Board Meeting 12-4, TBD
- July 18-19 - Vermont Brewers Festival, Burlington
- September 9 - Board Meeting, TBD
- November 18-19 - VTCBC, DoubleTree by Hilton Burlington
- December 9 - Annual Meeting, TBD
- December 16 - Board Meeting, TBD (virtual?)
- January 2026 - Holiday Party

Conference Calls

Generally during legislative session (January – May)

Required reading prior to board meetings is the board packet, which will be sent electronically five business days prior to the meeting. Generally, these packets are 5-15 pages in length.

BOARD GOVERNANCE POLICIES

Board Member's Code of Conduct

As a fully responsible and participating member of the leadership of the Vermont Brewers Association, I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward. Reference Appendix A, Brewers Association Code of Conduct Adopted August 8, 2020 by the Brewers Association and Adopted November 8, 2021 by the members of the Vermont Brewers Association.

As a member of the board I will:

- Interpret the organization's work and values to the community, represent the organization, and act as a spokesperson
- Listen carefully to my board colleagues
- Respect the opinion of fellow board members
- Assuming best intentions of all board members
- Represent the interests of entire membership
- Respect and support majority decisions of the board
- Recognize that all authority is vested in the full board only when it meets in legal sessions

- Keep well-informed about developments relevant to issues that may come before the board
- Will attend quarterly board meetings and understand that I may be relieved of board duties if I miss more than 1 meeting a year
- Actively participate in board meetings and actions
- Support VBA events and initiatives through participation
- Assisting the VBA staff with in achieving fundraising and financial goals set out in the annual budget
- Bring to the attention of the board any issues I believe will have an adverse effect on the organization or those we serve
- Refer complaints to the proper level on the chain of command
- Represent all those whom this nonprofit serves, not just a particular geographic area or interest group
- Consider myself a “trustee” of the nonprofit and do my best to ensure that it is well-maintained, financially secure, growing and always operating in the best interests of those we serve
- Declare conflicts of interest between my personal life and my position on the board, and abstain from voting or discussion when appropriate
- Respect the confidentiality of sensitive information as it relates to topics of conversations that take place in Executive Committee Meetings until minutes are approved and shared with the membership

Antitrust

Antitrust laws are designed to promote full and fair competition in all markets and ensure that companies compete on a fair and equal basis. Vigorous competition drives businesses to innovate, operate efficiently, expand the choices for consumers in the marketplace, and generally promotes lower prices. Because trade associations like the Vermont Brewers Association are, by their nature, groups of competitors joined together for a common business purpose, trade associations and their members are subject to scrutiny under federal and state antitrust laws.

Antitrust Compliance and Member Guidelines

It is extremely important that Guild members and their representatives understand that the antitrust laws regulate their conduct at Guild meetings, events, social gatherings and activities, as well as their communications. Thus, when engaging in informal or social gatherings, discussions and activities in connection with the Guild (including discussions and communications using the Guild’s listserv), these member guidelines apply with the same force as they do to formal Guild meetings.

The most fundamental principle of antitrust law is that all competitors must act independently in the marketplace. This means that companies must not enter into any agreements or understandings with their competitors that restrict competition in any way.

Antitrust Guidelines for Meetings & Events

Do not discuss any of the following topics:

- Prices, pricing procedures, margins, what constitutes a fair profit level, changes in or stabilization of prices, terms or conditions of sale.
- Pricing practices of any industry member, including whether such practices are unethical, unfair or in compliance with applicable legal standards.
- Forecasts of price increases or decreases.
- Specific credit terms, discounts, rebates, freight allowances, profits, profit margins or costs, market shares, allocation of markets, any limitation on sales, sales territories or distribution practices.

- Production levels or schedules.
- Selection, rejection, boycott, refusal to deal with or termination of any suppliers or customers.

Do not exchange price information (or other sensitive business information) with competitors.
 Do not agree with any competitor to refuse to sell to certain customers, or to buy from certain suppliers.
 Do not discuss anything that may in any way tend to affect the availability of products or services.
 Do not discuss matters that will encourage anyone to refrain from competing vigorously.
 Do not discuss matters that will limit anyone from manufacture or sale.
 Do not discuss matters that could result in illegal brokerage or rebates.
 Do not discuss matters that could create improper reciprocity in dealing.

DUTIES AND RESPONSIBILITIES OF STANDING COMMITTEES AND CHAIRPERSONS

Executive Committee

The Executive Committee shall consist of the Organization's President, Vice President, Secretary, Treasurer and those Directors who are from time to time appointed by the Board of Directors to the Executive Committee. The duties of the Executive Committee shall include:

- Appointing subordinate officers, employees or agents, as necessary.
- Supervising and evaluating Organization employees

Committees

Committee Chairs will be appointed annually by the President in conjunction with the Executive Board.

All Committee Chairs duties shall include:

- Scheduling meetings
- Prepare and disperse agenda five days prior to meeting
- Record and submit meeting minutes to the Executive Director within two weeks of the meeting date.

Events & Marketing Committee

The purpose of the Events Committee is to increase traffic to our brewer's taprooms and further cultivate and engage Vermont craft beer lovers by hosting events throughout the year, to facilitate internal and external communications for the VBA, and to promote and strengthen the culture of craft brewing in Vermont.

Government Affairs Committee

The purpose of the Government Affairs Committee is to assure a healthy brewing industry within the state by developing and articulating to the industry a consensus from within membership as it relates to regulatory, legislative and governmental affairs.

Sustainability Committee

The purpose of the Sustainability Committee is to assess the current environmentally sustainable practices of our members with an examination of wastewater treatment as a priority.

Technical & Education Committee

The purpose of the Technical and Education Committee is to provide education and training to member brewers with the goal of improving and maintaining the highest quality standard of beer brewed in this State.

Diversity, Equity, and Inclusion Committee

Needs an explanation, newly formed committee in 2022.

Board of Directors and Officers December 2023 – December 2024

President:

Vice President:

Secretary:

Treasurer:

Directors:

- Bob Grim – Foam Brewers – Term Ends 2025
- Terry Thompson - Prohibition Pig - Term Ends 2026
- Nina Hurley - Good Measure Pub & Brewery – Term Ends 2026
- Sean Pagano - Switchback Brewing Company – Term Ends 2026
- Heather Kraemer – Kraemer and Kin – Term Ends 2024
- Joe Lemnah – Burlington Beer Company – Term Ends 2025
- Kara Pawlusiak – Simple Roots Brewing – Term ends 2025
- Geoff Sewake – Whirligig Brewing – Term Ends 2024

2024 committee lists will be updated in December 2023 on the VBA website

For a complete list of brewery members refer to the VBA website

Signature	Printed Name	Date
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Brewery Name	Title
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