

Parker Hop-Aholics Brew Club By-Laws

August 30, 2016

ARTICLE I - ORGANIZATION

SECTION 1 - Name

The name of this organization is the Parker Hop-Aholics Brew Club, hereinafter referred to as “the Club”.

SECTION 2 - Purpose

The Club exists to provide a forum for homebrewers and beer enthusiasts to gather, socialize, share recipes and improve brewing skills and techniques. These objectives are accomplished through monthly meetings, “Brew Days” and site visits and tours of local and regional breweries. The Club provides its members an opportunity to improve and enhance the depth and breadth of their brewing expertise through brewing education and developing a better understanding of the science of brewing.

SECTION 3 – Area

The area served by the Club shall include, but not be limited to, the greater South Denver Metropolitan area.

SECTION 4 - Not-for-Profit Status

The Club is declared as a not-for-profit organization, and no members or officers shall profit monetarily from its operations. This does not give the Club tax exemption status under the rules of the United States Department of Internal Revenue Service (IRS), unless applied for and received at a later date.

ARTICLE II - MEMBERSHIP

SECTION 1 - Qualifications

Regular Members

Anyone who is at least 21 years of age, who has a significant interest in home brewing, and who has paid an annual fee is eligible for membership. Regular members are entitled to receive all Club benefits as determined by the Board of Directors.

Adjunct Members

Adjunct membership is open to one family member of a Regular Member who is 21 years of age or older. Adjunct Members are entitled to the same club benefits as Regular Members in good standing, but may only vote in the absence of the Regular Member and may not hold office.

Guests

Members are encouraged to bring guests to club meetings and other events. Guests should be recognized by other members and encouraged to join the club. Guests do not receive any club benefits. Members will be held responsible for the actions of their guests.

Sponsoring Members

Corporate entities that support the purpose and mission of the Club may be offered benefits as determined by the Board of Directors.

SECTION 2 - Membership Term

The term of membership is September 1 to August 30, one full calendar year. Dues are paid for the full year or prorated semi-annually for new members only. A member in good standing is one who is current in dues and not under suspension.

SECTION 3 – Participation

Members are expected to take an active role in club meetings and events, including helping with the setup, maintenance, and/or clean up of a club meeting or event. Members are expected to vote on issues affecting the operation and welfare of the club.

SECTION 4 – Voting

All Regular Members as defined in Article II Section 1 shall have the right to vote on Club decisions. All other types of members shall not have the right to vote. Each member shall have one vote. Written proxies will be accepted provided they are filed with the President or the President’s designee at the beginning of the meeting where the proxy will be used.

SECTION 5 – Quorum

A voting quorum at a Membership Meeting shall be no less than 50 percent of the total regular membership, including proxy votes, provided that the club members present include a majority number of elected officers.

A quorum at an Executive Committee meeting shall consist of a majority of elected officers. A quorum at a Board of Directors meeting shall consist of a majority of the elected officers plus a majority of additional board members.

No official business of the club shall be conducted unless a quorum exists.

SECTION 6 – Liability

The members of the Club shall not be responsible for the debts of the Club except as approved by the Board of Directors. No member shall receive compensation for services rendered to the Club. Club members may be reimbursed for reasonable expenses incurred on behalf of the Club if approved in advance by the Executive Committee, or if included in the annual budget. The Treasurer may approve other reimbursements up to \$25.00 with sufficient documentation.

SECTION 7 – Hold Harmless Agreement

Each member and guests of members accepts sole responsibility and all liability for personal conduct, behavior and actions and agrees to indemnify and hold harmless the Club, its Board of Directors, members and any business (including owners, staff and patrons) where meetings are held. Any member of Club shall be held personally responsible for providing restitution for any damages they cause - either intentionally or inadvertently - while attending any club function.

SECTION 8 - Non-Discrimination

Club membership shall not be denied to any person on the basis of race, sex, color, creed, or national origin.

SECTION 9 - Revocation or Suspension

Club membership may be revoked or suspended by a majority vote of the Board of Directors for the following reasons:

1. Failure to pay dues (will only result in Regular Membership suspension)
2. Failure to abide by Club by-laws
3. Conduct that is detrimental to the image or purpose of Club
4. Unlawful behavior as deemed unacceptable by the Town of Parker, Douglas County, State of Colorado and/or the United States of America

SECTION 10 - Reinstatement

Paying, in full, any annual dues owed can reinstate any Regular Member whose membership has been suspended due to the failure of paying their dues. Any member whose membership was revoked or suspended for other reasons may be reinstated by a majority vote of the Board of Directors.

ARTICLE III - DUES

SECTION 1 - Annual Dues

Annual membership dues for Regular Members and Adjunct Members will be determined by the Board of Directors and presented to the membership at a meeting no later than one month before the beginning of the Club fiscal year. Any changes to the dues is subject to approval by a 2/3 majority vote under quorum by Members with voting privileges. Dues are payable at the beginning of the club fiscal year.

SECTION 2 - Proration

Annual dues will be pro-rated on a semi-annual basis for new members in their first year of membership only. The pro-rated semi-annual period for new members will begin no sooner than 6 months after the beginning of the Club fiscal year. After the prorated period, new members will pay the full annual due at the beginning of the Club fiscal year. Existing members do not have the option to pay partial or pro-rated membership fees.

ARTICLE IV – BOARD OF DIRECTORS

SECTION 1 – Executive Committee

The Club’s Board of Directors (the “Board”) shall consist of a minimum of three (3) individuals, who shall be Regular Members of the Club. As described in Article V, they shall be the three (3) elected officers of the Club and shall constitute the Executive Committee. As deemed appropriate by the Club’s officers, additional at-large Board members, including but not limited to committee chairs, may be added to the Board for the purposes of facilitating Club operations.

SECTION 2 - Meetings

Regular meetings of the Board shall be held at times and places specified by the Board or Executive Committee. A quorum at any Board meeting shall consist of a majority of the Board’s membership. Special meetings of the Board may be called by the President or any three members of the Board. Notice of Board meetings shall be electronically mailed to each Board member at least two (2) weeks in advance of Board meetings. A majority of Board members in attendance shall constitute a quorum.

SECTION 3 - Vacancies

In the case of disability or resignation of a Board member, the Board shall fill the vacancy until the next regularly scheduled Board election. A membership election to fill the position for the remainder of the vacant Board term will be held at the next regularly scheduled Club election.

SECTION 4 – Removal from Office

Any officer or Board member may be removed from office before the expiration of his/her term by a three-fourths vote of the Board if evidence is present that the best interests of the Club are not being served.

SECTION 5 - Authority

The Board shall be responsible for managing the affairs of the Club and for the promotion of the Club's mission and purpose. The Board shall have the authority, by majority vote, to take such actions as are necessary for the conduct of the Club's affairs in accordance with these Bylaws.

ARTICLE V – OFFICERS

SECTION 1 - Officers

The officers of the Club shall be: the President, the Immediate Past-President, and the Treasurer.

SECTION 2 - President

The President shall represent the entire membership and the best interests of the Club, be the official spokesperson for the Club (but may assign this authority), serve as the presiding officer of the Club, and shall serve as chair of both the Executive Committee as well as the Board. The President shall be a Regular Member of the Club, shall support policies and programs adopted by the Board and membership, and appoint chairs of all committees with the ratification of the Board of Directors. In the event the President is absent or unable to act, the Immediate Past President shall assume the duties and responsibilities of the President. The President shall serve a one year term or until replaced by a successor.

SECTION 3 - Treasurer

The Treasurer shall be a Regular Member of the Club and shall be elected by the membership. The Treasurer shall deliver regular financial reports to the Board, and shall perform all functions and duties as appropriate and customary for the office of Treasurer, and as the Board of Directors shall prescribe. The Treasurer shall serve a two-year term, or until replaced by a successor.

SECTION 4 – Immediate Past President

The Immediate Past-President shall serve on the Board and the Executive Committee for the year immediately following his/her presidency, and shall have such duties as the Board or the President may designate.

SECTION 5 - Vacancies

In the event that any of the elected officers are unable or unwilling to complete their terms, the Board of Directors shall nominate a qualified Regular Member to serve the remainder of the unexpired term until the next regular election.

ARTICLE VI – COMMITTEES

SECTION 1

There shall be standing and ad hoc committees to serve the purposes of the Club as prescribed by these Bylaws and as determined by the Board.

SECTION 2

Standing committees

Standing committees perform continuing tasks of the Club and shall report as frequently as required by the Board to best manage Club activities. Standing committees may be added, modified, or disbanded at the direction of the Board and must follow Board approved policies and procedures. Committee Chairs are appointed for a one year term by the President and may serve a maximum of five (5) terms. The chairs of the following Standing Committees may serve on the Board of Directors, as approved by the Executive Committee:

- a. Meeting Coordination Committee
- b. Communications Committee
- c. Competition Committee
- d. Brew Day Committee

Ad hoc committees

Ad hoc committees are created to perform specific tasks and shall cease to exist when their assigned tasks are completed, or at such other time as designated by the Board. Ad hoc committees shall report on a timely basis to the Board, which is responsible for creating and dissolving them.

ARTICLE VII - OFFICER ELECTIONS

SECTION 1 - Nominations

Nominations for officer positions will take place annually and candidates announced to the membership no later than two weeks before the meeting at which the vote is taken. Any member

in good standing can be nominated for an officer position, either by another member or by themselves. Members are not compelled to accept a nomination.

SECTION 2 - Elections

Elections will be via secret ballot. All paid members in good standing may vote in the election, either in person or via proxy. Voting may be conducted by electronic means in order to achieve a quorum. The President will determine the actual process, as approved by the Executive Committee. Votes will be tabulated by the Executive Committee and results will be announced as soon as practicable. In the event of a tie, a "runoff" election between the affected members will take place within two weeks.

SECTION 3 - Terms

Terms of office shall be as prescribed in Article V.

SECTION 4 - Term Limits

An individual can serve no more than two (2) consecutive terms as Club President. All other officers may serve up to three (3) consecutive terms in the same position.

SECTION 5 - Vacancies

When a vacancy exists, the position will be filled as prescribed in Article V, Section 5 within 30 days.

SECTION 7 - Removal of an Officer

If an officer has not performed or is unwilling or unable to perform their duties, the remaining officers can remove and/or replace the officer by a majority vote of the Board of Directors.

ARTICLE VI - MEETINGS AND EVENTS

SECTION 1 - Regular Meetings

Regular meetings will be held on a monthly basis as determined by the Executive Committee. Members are asked to bring homebrewed beverages to the monthly meetings.

SECTION 2 – Special Meetings

Special meetings will be held as required and as determined by the Executive Committee. In addition, any three Regular Members in good standing can petition the Board of Directors to hold a special meeting, which will be scheduled upon approval by the majority of the Board.

SECTION 3 - Club Events

Club events will be held throughout the year as recommended by the Meeting Coordination Committee and approved by the Board. Members who would like to create or host a club event should confer with the Meeting Coordination Committee for approval.

ARTICLE VII - CODE OF CONDUCT

SECTION 1 - Consumption

All Club members are responsible for themselves to obey Colorado laws regarding the consumption of alcohol. Members are responsible for portraying a positive public image for Club and shall not act in a manner that reflects badly on the club while in public.

SECTION 2 - Values

Honesty and respect are values that are required of Club members. No member shall steal, be violent, or engage in behavior that is disrespectful to others or themselves. Such behavior is punishable as described in Article II, Section 9.

ARTICLE VIII – DISSOLUTION

In the event of dissolution, any remaining Club funds or property shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as selected by the Board of Directors.

ARTICLE IX - BY-LAWS

SECTION 1 – Acceptance

The by-laws shall be accepted at the time of adoption by a two- thirds vote of Regular Members.

SECTION 2 - Amendments

Any Regular Member may petition for a change to the By-Laws. When changes are proposed, the changes must be presented in writing and introduced at a regular monthly meeting. The proposed changes shall be published online and voted on at the next monthly meeting. A two-thirds vote of Regular Members is required in order to make the By-Law change.

SECTION 3 – Access

A current copy of the By-Laws shall be available to anyone on the Club web site.

SECTION 4 – Revision History

These By-Laws became effective on August 30, 2016 after being approved by a majority of Club membership.

Updated: