

# BY-LAWS OF BRANDON BOOTLEGGERS HOMEBREW CLUB, INC.

## ARTICLE I – NAME AND PURPOSE

Section 1 - Name: The name of the club is Brandon Bootleggers Homebrew Club, Inc., hereinafter referred to as the “Club”.

Section 2 - Purpose: The Club is organized exclusively for charitable, scientific, and education purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3 - Acceptable activities: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4 - Dissolution: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## ARTICLE II – MEMBERSHIP

Section 1 - Membership: Membership shall consist of the board of directors.

## ARTICLE III – BOARD OF DIRECTORS

Section 1 - Board role, size, and compensation: The board is responsible for overall policy and direction of the club, and delegates responsibility of day-to-day operations to the officers and committees. The board shall have up to 5, but not fewer than 3 members. The board receives no compensation other than reasonable expenses.

Section 2 - Terms: All board members shall serve one-year terms. Board members are eligible for re-election without limit.

Section 3 - Initial board terms, staggered positions: The initial board shall serve terms of 12 months or more as indicated below:

1. Position #1,2: 12months

2. Position #3,4: 15 months

3. Position #5: 18 months

After the initial terms are completed, each position will revert to a one-year term.

Section 4 - Meetings and notice: The board shall meet at least quarterly. An official board meeting requires that each board member receive written or electronic notice at least two weeks in advance.

Section 5 - Board elections: During each quarterly board meeting of the corporation, the board of directors shall elect Directors to replace those whose terms shall expire in that quarter. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 6 - Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next month.

Section 7 - Quorum: A quorum must be attended by at least a simple majority of board members for business transactions to take place and motions to pass.

Section 8 - Officers and duties: There shall be four officers of the board, consisting of a president, vice-president, secretary, and treasurer. Their duties are as follows:

The *president* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.

The *vice-president* shall chair committees on special subjects as designated by the board.

The *secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that the corporate records are maintained.

The *treasurer* shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fund-raising plans, and make financial information available to board members and the public.

Section 9 - Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 10 - Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, defined as more than three unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 11 - Special meetings: Special meetings of the board shall be called upon the request of the president or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 12 - Proxies: At all meetings of the board each board member may vote in person or by limited proxy. All proxies shall be in writing and filed with the secretary. Proxies may be delivered by email. Limited proxies may also be used for votes taken to amend the By-Laws or for any matter that requires or permits a vote of the board members.

Section 13 - Multiple offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.

## ARTICLE IV – COMMITTEES

Section 1 - Committee formation: The board may create committees as needed, such as fund-raising, public relations, charitable programs, education programs, etc. The board appoints all committee chairs by a majority vote of the quorum at any official board meeting.

Section 2 - Executive Committee: The four officers serve as members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 - Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fund-raising plans, and annual budgets with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the general public.

The finance committee is responsible for preparation and delivery of any tax returns or official filings as identified by the treasurer or board of directors.

## ARTICLE V – AMENDMENTS

Section 1 - Amendments: These bylaws may be amended when necessary by a two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

## ARTICLE VI – BOOKS AND RECORDS

Section 1. The By-Laws of the Club shall be made available for inspection by the general public by reasonable digital means, including social media or email upon request.

Section 2. Brief minutes of all meetings of members and of the Board of Directors shall be kept and shall be provided by for inspection by members upon reasonable request.

Section 3. All accounting records shall be maintained for a period of not less than 7 years. The accounting records shall include, but are not limited to:

1. Accurate, itemized, and detailed records of all receipts and expenditures.
2. A current membership list showing each member of the Club, designating the name of the member(s), the due date and amount of each assessment, the amount paid upon the account, and the balance due if any.
3. Tax returns, audits, reviews, accounting statements, and financial reports of the Club, if any.

## ARTICLE VII – INDEMNIFICATION

### Section 1: Indemnification

The club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## ARTICLE VIII – CONFLICT OF INTEREST

Section 1 - Conflict of Interest: Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on XXXXXX.