

AMENDED AND RESTATED BY-LAWS

THE ST. LOUIS BREWS HOME BREWING CLUB - March 2003

Here are the collective By-Laws governing the social organization known as The St. Louis Brews Home Brewing Club (the Club). These by-laws shall be made known to the membership of the Club and shall be binding upon the officers and the members of the Club as stated within.

Changes to these By-Laws may only be made under the following conditions:

1. Unanimous vote of the officers is required to bring a change, addition or deletion to the membership for general consideration and vote.
2. A vote of two-thirds (2/3) of members present in a formal meeting is required to pass the change, addition or deletion.
3. Changes, additions or deletions voted by the membership may not be addressed again within one year without a change in the circumstances which first prompted the application for change.

Once established by the membership, a dated copy will be available in the "members only" section of the website. A copy will be provided to any member upon request.

STATUS

The Club was incorporated as a General Not for Profit Corporation in the State of Missouri on June 13, 1994. The Club was approved for exemption from Federal Income tax by the IRS District Director in an IRS Determination Letter dated September 20, 1995. The Club has a fiscal year-end of May 31 for purposes of record keeping for any potential federal tax filings.

PURPOSE

The purposes and objectives of the Club:

1. To increase membership knowledge of the art, science and practice of home brewing through research, sharing of experiences, and sharing of home brew products throughout the membership.
2. To increase membership knowledge of beer styles, brewing techniques, and history of beer related products through meeting presentations, education seminars, and educational excursions.
3. To promote the hobby of home brewing through brewing demonstrations, publications, and participation in competitions and related social events.
4. To broaden membership interest, knowledge, and participation in the brewing community by promoting interaction with other similar organizations as well as commercial facilities.
5. To demonstrate to those outside the Club that home brewing is not about drunkenness, licentiousness, folly, or irresponsibility through positive portrayal of the membership with regards to participation in social gatherings, community activities, fund raisers, and other such activities. Such participation may include the dissemination of hobby-related materials, knowledge, technical demonstrations, and procedures for home brewing.

MEMBERSHIP

Any person who meets the following criteria will be considered as having membership of the Club.

1. Indicates a desire to participate in the activities sponsored or supported by the Club.
2. Pays annual dues as determined by the membership in accordance with these By-Laws. The annual dues is waived for other members of a household who meet the other membership requirements.
3. Demonstrates responsible behavior and understanding of the Club objectives.
4. Is at least 21 years of age.

The Executive Committee may designate members in good standing to be Lifetime Members. Lifetime members shall not pay annual dues or meeting fees. They are encouraged to bring beers to the meetings and share their knowledge and expertise with other members.

Club members have the following responsibilities, both as individuals and as a group.

1. Attend meetings, events and social gatherings, though there is no minimum requirement.
2. Volunteer to serve as an officer of the Club.
3. Volunteer for help in organizing Club activities and events.
4. Vote in Club elections.
5. Actively promote events and social activities of the Club.
6. Present at least two examples of home or commercial brew in a calendar year.
7. Perform all such other duties as may be required to meet the goals and objectives of the Club and are assigned to the member by the President
8. Strive never to bring shame or censure from outside agencies or individuals to the club, the officers or members through words or deed

Members are free to promote the Club, its goals and objectives, its membership and/or activities through any of the following means:

1. The wearing or use of any apparel, utensil, trapping or other article bearing the name, logo, slogan and/or contact information of the Club or any of its events
2. Speaking as a member of the Club at meetings, events hosted by other clubs, organizations or individuals for the promotion of home brewing or related hobbies. The activity shall not obligate the Club in any way, financially or otherwise to further activities or promotions.
3. Teaching classes in home brewing related subjects as a representative of the Club providing the activity does not in any way obligate the Club, financially or otherwise to further activities or promotions.
4. Attending or participating in meetings or events hosted by other clubs, organizations or individuals for the promotion of home brewing or related hobbies, providing the activity does not in any way obligate the Club, financially or otherwise to further activities or promotions.

A member may resign from the club by presenting a written statement to that effect to any member of the Executive Committee.

GUESTS

A person who is at least 21 years of age may attend up to three (3) meetings as a guest in any 12-month period. Guests will demonstrate responsible behavior.

DUES AND FEES

Each member will be assessed an annual due. The officers are responsible of determining the proper amount to support the Club activities. The majority vote of the members in any official meeting may change the dues based on the executive committee recommendation. The changed dues will become effective at the beginning of the following calendar year.

The Club may accept voluntary donations of funds or materials in kind for the Club's participation, sponsorship, or other support of an outside activity.

The officers may levy an additional fee on all persons attending or participating in an educational or social event. Said fees will be used to offset the costs of hosting the event may include, but not be limited to, transportation, advertising, prizes or raw materials. These fees are determined on a case-by-case basis.

Individuals joining the Club as new members after June of the year will be charged 50% of the annual due. Individuals who had been members in the previous calendar year will pay a full year's annual dues if their membership is renewed after June. The annual dues are to be paid no later than the March meeting.

If annual dues are not paid by the March meeting, the membership will be revoked.

All Club funds will be maintained by the treasurer and are only to be used to support Club activities as determined by the officers.

The Club shall not borrow funds from financial institutions or individuals.

OFFICERS

The Club will have five officers. Each officer will be a member in good standing. Each officer shall have equal powers to represent the Club and the membership in the conduct of business and making contracts with outside agencies and individuals as defined by their individual job descriptions below.

All officers shall be elected at the January Club meeting by a simple majority vote of the members in attendance. All terms of office will be one year. Officers may not serve more than two consecutive terms.

PRESIDENT

- Presides over meetings, including determining the agenda, recognizing individuals who wish to speak and/or conduct business, facilitates and opens and closes meetings.
- The sole officer able to sign formal contracts and other legal documents as a representative of the Club and its membership. This does not include a sole authority to obligate funds.
- Coordinates with other officers and members to ensure that the goals and objectives are being realized, including the discipline of member conduct.

VICE PRESIDENT

- Presides over meetings in the absence of the president.
- Records the minutes at meetings and provides them to the Club secretary for publication.
- Establishes and organizes technical contents of the membership meetings.
- Assists the president with development and implementation of Club goals and objectives.

SECRETARY

- Maintains records of membership.
- Distributes membership documents.
- Maintains records in the executive committee meetings.
- Prepares and distributes the monthly Club newsletter.
- Maintains calendar of events for regional and national homebrew competitions and informs the membership about such events.
- Maintains official copy of the by-laws.

TREASURER

- Maintains all funds and financial records associated with the Club, including all forms and sources of income and all expenses associated with the conduct of business of the Club for the good of the Club and its membership.
- Has the signature authority of the Club checking and savings accounts, if any.
- Disburses Club funds for approved and routine expenditures related to the operation of the Club.
- Collects annual dues and the meeting dues and other fees.
- Prepares and submits all forms required for financial accountability to federal, state and local authorities.
- Also, maintains all licenses, authorizations and certifications required to maintain the Club legal status as a not for profit organization.
- Maintains a roster of active members, meeting attendance and beers brought to meetings.
- Obtains approval of the president and one other officer for an expenditure of Club funds in excess of \$250.

BREWMEISTER

- Provides the records of beers contributed to the meetings to the treasurer.
- Provides commercial examples of the month's style(s) when possible and organizes the member contributions for presentation.
- Provides snacks for the meetings.
- Organizes a volunteer staff to present the food and beer in the meetings.
- Maintains the equipment needed to present the beers and food in the meetings including glasses and pitchers.

APPOINTED OFFICERS

The executive committee may appoint other officers without a voting right in the executive committee meetings. These officers may include but are not limited to WEBMEISTER, EDUCATION DIRECTOR and MEMBER-AT-LARGE. The duties of these appointed officers are separately defined by the executive committee. The term of these officers coincides with the term of the executive board that appointed them. Re-appointment by the subsequent executive committees is allowed.

EXECUTIVE COMMITTEE

The Club shall be led and governed by the Executive Committee. The Executive committee consists of the five elected officers and the appointed officers. Appointed officers do not have a voting right. Additional participants may be invited to the committee meetings as deemed necessary by the committee. These participants will serve as specialists or consultants without a voting right.

The Executive Committee shall meet semi-annually or more often if necessary to ensure the Club goals and objectives are being met. A reasonable allocation of the Club funds shall be appropriated for these meetings.

The Executive Committee may establish awards or special recognition for non-officer members who have made significant contributions to the Club, including but not limited to "Homebrewer of the Year" and "Lifetime Member" awards.

All members of the Executive Committee must be members in good standing with the Club. By majority vote, the executive committee may, based on severe breach of the Club member conduct rule, suspend an officer for a remainder of the term and appoint a replacement for the position.

If an officer can not complete the term of office, the Executive Committee will appoint a replacement.

DISCIPLINARY ACTION

Any member or officer may be disciplined for reasons including but not limited to the following:

- Misrepresentation of the Club in the negotiations of contracts, promise of payment of moneys, materials in kind or services rendered, promise of participation or sponsorship of an outside activity, or in the portrayal of the goals and objectives of the Club.
- Failure to meet the requirements of membership.
- Theft, misuse or abuse of moneys, materials of properties belonging to the Club.
- Unruly, antisocial or criminal behavior while participating in a meeting or social conducted, sponsored or condoned by the Club or while representing the Club and its officers or membership in any capacity with an outside organization or individual. This may be extended to include any behavior which may cast an unfavorable light on the Club in the eyes of any outside agency or individual which stands the possibility of negatively affecting the Club's ability to obtain new members, negotiate contracts, and secure sites for meetings, or events.

Disciplinary action may take any form of the following:

- Written warning to the offending member.
- Revocation of the membership. The prorated annual dues will be forfeited.
- Criminal action during a Club event or activity will lead to immediate expulsion from the Club.

The disciplinary action will be executed by the president or other Club officer designated by him/her. The officers' simple majority vote will initiate the disciplinary action.

ELECTIONS AND VOTING PRACTICES

The officers will be elected annually in the January meeting. A simple majority vote from the attending members is required for each position. Only members in good standing can vote.

The nomination for the offices may be made in the November, December or January meetings. Except for the 2/3 majority required to revise the by-laws, all member issues requiring voting will require simple majority vote to pass. The quorum is the attending membership in the respective meeting.

ACTIVITIES

MEETINGS

All official business will be conducted during a membership meeting. Meetings may be held in conjunction with events.

- The president will schedule a regular membership meeting monthly. These meetings will be scheduled at least 30 days in advance and all members will be notified through any appropriate means.
- Any officer may call a meeting by notifying the membership through mailings, phone calls or other appropriate means.
- Any member wishing to conduct business at a meeting shall notify the President at least 72 hours in advance to ensure inclusion in the agenda. The President may allow discussion of items not on the agenda.
- The meeting is the forum to conduct the Club's normal business. The beers presented will be evaluated and feedback to the brewers is provided. Periodical financial reports will be delivered by the treasurer as requested by the executive committee. The events will be announced and planned. Old and new business will be processed. Possible technical topics will be offered.

EVENTS

Events involve officially sanctioned activities of the Club. The events are designed to promote the goals and objectives of the Club in a public or private forum. With the approval of the Executive Committee, Club events may be open to participation of other homebrewing clubs or the general public. Events do not require a quorum. Events may include competitions, practical demonstrations, classes, open forums, pub crawls, tastings, tours, or any other activities condoned by the Club.

For each event, the President will appoint a coordinator to organize the event details and budget and act as the master of ceremonies in the event.

EXPENSES

The membership expects to incur expenses for the normal operation of the Club as a whole and for the conduct of events such as Club-sponsored picnics and competitions above said normal operation. Additional expenses may be incurred for such events. Authorizations required prior to disbursement of Club funds are described below.

- Administrative expenses are associated with the normal conduct of meetings and the normal administration of the Club. They may include office supplies, Internet service fees, copies, materials for membership activities and other related supplies. As these are normal expenses the Treasurer will pay for them as necessary from the Club's regular funds.
- Event expenses are associated with hosting or participation an event. Event expenses will be coordinated between the officers and the event coordinator and approved by the officers.
- Gifts or donations to other organizations. Gifts or donations of \$250 or less must be approved by a simple majority vote of the Executive Committee. Gifts or donations of more than \$250 must be approved by a simple majority vote of the membership present at a meeting.
- Capital expenses are incurred by the outright purchase of hard assets. All capital expenses will be approved by majority vote of the Executive Committee. Expenses in excess of \$250 must be approved by a simple majority vote of the membership present at a meeting.
- Promotional expenses are incurred in the promotion of the organization. They may include production of shirts, mugs, buttons, stickers, patches etc. All promotional expenses will be approved by majority vote of

the Executive Committee. Promotional expenses in excess of \$250 must be approved by a simple majority vote of the membership present at a meeting.

INSURANCE

At the recommendation of the Executive Committee and with the approval of a majority of the membership present at a meeting, the Club may obtain insurance.

CONTRACTS AND AGREEMENTS

At times, it may be necessary for the Club to enter into contracts and agreements with outside agencies. This may involve procuring a site for activities, arranging for supplies, materials or services from outside agencies. Given that this may involve legalities, the following rules apply:

- With the approval of the majority of the Executive Committee and subject to the required authorizations of expenditures described elsewhere in these By-Laws, an officer may enter the Club into an obligation that would legally bind the Club, its officers, or its membership to providing or receiving goods or services for any reason. Anyone representing himself or herself as a legal representative of the Club, its officers, or its members without officers' consent will be considered guilty of misrepresentation and may face a legal action.
- With regards to the obligation of the funds belonging to the Club, the funding must be approved as stated elsewhere in these By-Laws.
- Should any misrepresentation in the making of contracts or negotiations come to light, the individual guilty of misrepresentation will become solely and individually liable to make good on contract or obligation.
- Should any officer enter into a contract or obligation in good faith that the membership later reneges on, the Club will make good on the contract or obligation as provided in said contract.

DISSOLUTION

There may come a time when the existence of the Club is no longer desirable or tenable. Should this be the case the provisions laid out here govern this determination, the responsibilities of the officers and members and the liquidation and distribution of the assets.

- Any officer or member may raise the issue of the dissolution at any meeting. At this time the entire membership on record will be polled in writing or electronically. The polling may take up to 30 days and two thirds vote is required for the dissolution approval.
- Once the membership votes to dissolve, all future meetings, events will be canceled. The officers must take steps to resolve any conflicts that may arise from previous commitments.
- Any capital assets will be sold by the most expedient means possible without threatening the fair market value of the assets.
- Any accounts payable will immediately be resolved. Should the accounts payable exceed the assets available, the membership and officers will be equally billed for the difference. Once each obligation is settled the associated bank account(s) will be closed.
- Any remaining funds will be donated to a local charity designated by the Executive Committee based on membership advice obtained when polling for the dissolution.