

BY-LAWS AND CHARTER OF THE Golden Triangle Brewers

This document is the complete By-Laws and Charter of the Golden Triangle Brewers as approved by the Founding Members:
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ARTICLE I – IDENTITY AND PURPOSE

SECTION 1. IDENTITY

“Golden Triangle Brewers” (herein referred to as “Club” or “GTRB”) is a non-profit social organization, established and organized in the State of Mississippi and is an American Homebrewers (AHA) sanctioned club.

SECTION 2. STATEMENT OF PURPOSE

Golden Triangle Brewers will honor and hold true to the craft of homebrewing, to our integrity and to each other. We will spread the message to like-minded individuals that we are homebrewers and craft beer drinkers and we believe in pushing the boundaries. The Club and its members will promote the quality, bold character and fun in beer, along with promoting responsible drinking.

SECTION 3. GOALS

- Promote the hobby and enjoyment of home brewing
- Encourage sound brewing practices and advocate proper brewing techniques
- Learn and share knowledge about beer history, beer styles, beer tasting, and beer judging
- Engage in enjoyable social activities focused on home brewing as a common foundation
- Promote the responsible use of alcoholic beverages

ARTICLE II – MEMBERSHIP

SECTION 1. MEMBERSHIP POLICIES

A. MEMBERSHIP ELIGIBILITY

Any person of legal age to consume alcoholic beverages in the state of Mississippi who is interested in the advancement of zymurgy, who will support and comply with the By-Laws and basic policies of the GTRB is eligible to become a member. Membership in this Club shall be available without discrimination. Members are not required to brew beer. Only paid members of the Club shall be eligible to participate in its business meetings, or serve in any of its elective or appointed positions.

B. ACCEPTANCE

A criterion for membership is submission of a written application to the Club, current picture ID with proof of age and payment of dues. Upon acceptance, contact information will be recorded in the member roster. New members will receive a receipt for dues paid. GTRB By-Laws and other archived documents shall be available to any member upon request.

C. HOLD HARMLESS RESPONSIBILITY FOR ACTIONS

Each member’s participation in the Club is strictly voluntary and realizes that participation in Club activities may involve the consumption of alcoholic beverages, which may affect perception and reactions. All members and guests shall be responsible for the conduct and actions of themselves. Every member and every guest accepts sole responsibility and all liability for their conduct, behavior and actions and agrees to indemnify and hold harmless the GTRB, its Board Members, its General Membership and its Guests from any and all claims of liability whatsoever resulting from the actions of the Club, its members and guests. Attendance at a GTRB meeting or Club activity, whether as a member or as a guest, constitutes that person agrees to and is bound by these By-Laws and this Article.

D. SUSPENSION AND EXPULSION FOR CAUSE

Any member may be suspended or expelled from membership upon showing of willful disregard of these By-Laws or other actions detrimental to the GTRB in any way, as determined by a majority vote of the Board of Directors. The charges against the member will be considered at a regular Board of Directors Meeting or a Special Meeting called for that specific purpose. The member will be notified verbally, electronically or by mail of the charges and date, time and place of the Board meeting in which the charges are being discussed. The member may appear and respond to the charges. The decision of the Board of Directors shall be final.

E. REINSTATEMENT

A suspended or expelled member, or one who has resigned with disciplinary action pending, may be returned to full membership upon written application and with a two-thirds approval vote of the Board of Directors and payment of current dues.

SECTION 2. MEMBERSHIP ORGANIZATION

A. BOARD OF DIRECTORS

The purpose of the Board of Directors is to provide responsible leadership and an administrative structure to conduct business. The Board shall be responsible for the management of the affairs of the club. It shall consist of five offices, four of which will be elected by the General Membership, as follows:

- President

- Vice President
- Secretary
- Ideas and Events Coordinator

The fifth position of the Board will be held by the previous year's President (in order to facilitate a smooth transition between Boards) and will have the same rights as the elected members of the Board. The position of Treasurer will be appointed each year by the current Board as an additional responsibility of one of the following: Vice Pres, Secretary, or Ideas/Events Coordinator. The President may not serve as the Treasurer during the year he/she is also serving as either the current or past President.

1. ELECTION OF OFFICERS

- (a) Election of Officers shall be held at the Annual Meeting in January of each year, beginning in 2013. The Officers in place for 2011 (the founding year of the Club) shall also serve in their respective positions for the 2012 calendar year.
- (b) An Election Committee shall be appointed by the Board of Directors a minimum of three months prior to the Annual Meeting and will run the election process and nominate at least one candidate for each elected office.
- (c) Nominations shall be submitted to the Election Committee. Only current members may be nominated, or nominate another current member, for an office. All nominations must be submitted to the Committee by Dec 31st of each year.
- (d) The nominee receiving the highest number of votes is elected to the respective office.

2. TERM OF OFFICE

The term of office for the Board of Directors shall be for a period of one (1) year starting at the end of the January meeting, with the exception of the President. The President shall serve a second year as "Previous Year President".

3. MEETINGS

Board of Directors meetings shall be held as the Board of Directors may deem necessary, with reasonable notice given to its members and to the General Membership. Board Meetings shall be called by the President or the Secretary upon request of at least three of the Board Members. The Board Meetings are open to the General Membership.

4. QUORUM

Three (3) shall constitute a majority of the Board of Directors and a quorum for the transaction of business at any Board of Directors meeting. In the event of a quorum not being present, a lesser number may adjourn the meeting to a future date.

5. VOTING

Each Director, including the President and the Previous President, shall have one vote at the Board of Directors Meetings. While the General Membership may attend the Board of Directors meetings, voting on business issues at these meetings is reserved for the Board Members. This restrictive voting policy is to ensure decisions on issues are made with full background knowledge of the issues and to provide continuity of action consistent with established policies of the GTRB By-Laws.

6. VACANCIES

If a vacancy occurs on the Board of Directors for any reason, the vacated office shall be filled by a majority vote of the remaining Board at a Special Board Meeting. The newly appointed officer will assume the duties of the vacated office until the next scheduled election of officers. If the office of President should become vacant, the Vice President would assume the duties of the President until the Board of Directors could elect a new President, who would then serve the remainder of the term of office of the President.

7. REMOVAL OF DIRECTORS

Any one or more of the Directors may be removed with cause, at any time, by a majority vote of the General Membership at a regular monthly meeting or through a Special Meeting called by the membership for that purpose.

8. DUTIES OF BOARD OF DIRECTORS

The duties and responsibilities of the Board of Directors shall be as follows:

(a) PRESIDENT

- Shall be the chief spokesperson for the GTRB and act as liaison between the Club and the community
- Shall call all Meetings of the General Membership and the Board of Directors in accordance with these By-Laws
- Shall preside at all meetings of the Board of Directors and General Membership, including tastings
- Shall oversee all activities, events and functions of GTRB
- Shall create committees and coordinate the efforts of all Standing Committees with assistance of the other Board Members
- Shall recommend and implement policy as directed in these By-Laws
- Shall sign and make all contracts and agreements with the Treasurer and see they are properly carried out
- Shall prepare and bring copies of the agenda for each Meeting as directed in these By-laws

- Shall recommend ideas and give direction to the Board and General Membership that would help to increase membership.
 - Shall serve an immediate second term as the fifth member of the Board, as “Past President”, to allow smooth transitions between Boards.
- (b) VICE PRESIDENT
- In the absence of the President or other Board Member, all the responsibilities and duties of the absent Board Member shall be vested and performed by the Vice President
 - Shall work under the direction of the President to advance and promote the good image and beneficial works of the Club
 - Shall work with the President to recommend, determine and implement policy decisions made by the Board of Directors
 - Shall assist in the appointment of committees and be responsible for directing and advising committees formed by the Board of Directors
 - Shall maintain Club library of brewing books and digital media, printed periodicals and monthly publications, allowing members to check out such materials and ensure their return.
 - Shall maintain the official Club calendar (current and the next 12 months) which should also include committee activities, beer festivals, homebrew competitions, and any events relative to the purpose of the Club
- (c) SECRETARY
- Shall keep written minutes of all meetings of the General Membership and the Board of Directors and forward a copy of these minutes to the President as soon as possible but no later than one (1) week prior to the next regularly scheduled meeting
 - Shall bring copies of the previous month’s meeting minutes for review and acceptance by General Membership into official Club records
 - Shall present to the Board of Directors at their meetings all communications addressed to the Club and minutes of the previous Board of Directors meeting
 - Shall attend to all correspondence and perform all duties incidental to the office of Secretary
 - Shall be the archiver of all official documentation of the Club
 - Shall provide support to the Board of Directors to promote good communications within the Club
 - Shall serve as proofreader of all printed communication as requested or required.
- (d) TREASURER (an additional duty given to the current Vice President, Secretary, or Ideas and Events Coordinator by a majority vote of the current Board Members)
- Shall have the responsibility of the care and custody of all Club funds and will be required to make all deposits for the Club into our account and will act as a check and balance for the Club for all financial transactions.
 - Shall make check requisitions, with invoices, in the name of the Club.
 - Shall render a verbal statement of the condition of the finances of the Club at each General Meeting and Board of Directors meeting. Shall also prepare a full and complete written report of the financial condition of the Club upon request of the Board of Directors
 - Shall keep correct books of account of all the Club business and transactions and shall exhibit, at all reasonable times, the books and accounts to any members when requested
 - Shall manage the purchase, sale and inventory of all GTRB merchandise
 - Shall keep a record of current paid members and verify prior to each General Membership meeting that each member has a current nametag and request printing of additional nametags to the Idea and Events Coordinator
 - Shall prepare and bring to each General or Annual Meeting a sign-in sheet listing current members and providing room for guests to sign in prior to the opening of such meeting
 - Shall bring blank membership forms for new members to join and have available copies of the GTRB By-Laws to give to new members, guests or current members
 - Shall check ID’s of new members when joining and verify information is complete when accepting the application form for joining the Club
 - Shall keep in a permanent file, by year, all membership applications
 - Shall do and perform all other duties normally pertaining to the duties of the Treasurer
- (e) Ideas and Events Coordinator
- Shall provide membership nametags, holders and lanyards to each current member prior to each meeting, collecting said nametags after the meeting adjourns
 - Shall work with committees appointed by the Board of Directors to implement ideas and events
 - Shall store all previous years materials and decorations for events
 - Shall preside over events and activities with the President
 - Shall handle other requests made by the Board of Directors to promote the Club

B. GENERAL MEMBERSHIP

General Membership is unlimited and open to all as outlined in Article II, Section 1 Membership Policies. The purpose of General Membership is to provide a support base from which the Board of Directors can form action committees. The General Membership provides guidance and assistance to the Board of Directors on issues that are within the purview, charter, and function of the Club. General Membership meetings provide an opportunity to give feedback on issues and concerns that need to be brought to the attention of the Board of Directors. Last, and perhaps to the most important, it affords a pool of members to draw from for the election of the Board of Directors, with all current members having a vote in the annual election of that Board.

1. DUES

The amount of annual membership dues will be determined by the Board of Directors and submitted to the membership for approval. Timely payment of dues from a member grants full membership benefits and rights. All dues shall expire on December 31st. Renewals are due at the Annual Meeting held in January of each year. If payment of dues in full is not received by March General Membership meeting, the member shall cease to be current and all benefits, rights and privileges shall be revoked until such time as payment in full is received. Guests may attend twice before required to pay the dues. There are no prorated dues.

2. MEETINGS

The GTRB shall have at least one (1) meeting or event every month.

- **GENERAL MEMBERSHIP MEETINGS:** A quorum is required to conduct business at any meeting of the Club and unless otherwise noted in these By-Laws, a quorum shall be thirty percent (30%) of the current members as recorded on the member roster at the official opening of the meeting by the President.
- **ANNUAL MEETING:** Shall be held in January each year at the regularly scheduled General Membership Meeting for electing the Board of Directors, for considering proposed By-Law Amendments, and for normal business. A quorum (30%) must be present to conduct this meeting.
- **EVENTS:** Club-sponsored events, Club-involved parties, field trips, workshops, and pub-crawls may be organized and approved during General Membership Meetings. Announcements will be made to all current members electronically. There may be additional requirements or fees involved in these types of meetings. Examples include, but are not limited to: bringing a food dish, bringing beer, contributing equipment or ingredients.

3. VOTING

All members of the GTRB whose dues are current are eligible to vote. Any issue, other than proposed By-Law Amendments and the Election of Officers, may be considered and voted on by the membership at any General Membership Meeting. The issue must be raised in the form of a motion and requires a second before being discussed. After discussion of the issue, the President will call for a vote by a raise of hands or verbal 'yea' or 'nay'. Any issue defeated by the majority of the members at the meeting may not be considered again for three (3) calendar months. For Amendments to the By-Laws, proposed changes will be announced and discussed at one meeting and discussed and voted on at the following meeting. Proposed By-Law changes/amendments will also be sent to all current members via email so that all members will know of the proposed change. Only current members present will be allowed to vote.

C. SPECIAL MEMBERSHIP

1. Honorary Membership may be granted, at the discretion and by a majority vote of the Board of Directors to individuals or groups acting as liaisons for the Club or whose activities directly advocate, support or advance the principles and purpose of the GTRB. Voting rights, terms, benefits and responsibilities of an Honorary member is at the discretion of the Board of Directors. Honorary Membership may be revoked at any time by a majority vote of the Board of Directors. Honorary Memberships are not counted when checking to see if there is a quorum to conduct business, whether they are allowed to vote or not.

SECTION 3. MEMBERSHIP STRUCTURE

A. STANDING COMMITTEES

There shall be the following Standing Committees:

1. COMPETITION COMMITTEE:

- This committee, working with the Vice President to keep the club calendar updated with homebrew competition dates and entry deadlines, will provide rules and guidelines for members wanting to enter beer competitions.
- This committee, working with the Idea and Events Coordinator, shall make all arrangements for hosting and managing any beer competition(s) that require special arrangements including finding a facility and judges to host the competition.

2. MERCHANDISE COMMITTEE:

- This committee, working with the Idea and Events Coordinator will offer suggestions for merchandise ideas and research procurement of merchandise for sale to increase club revenue.

3. **EVENTS COMMITTEE:**

- This committee, working with the Idea and Events Coordinator will plan all arrangements with for official GTRB parties, demonstrations, outings, and all other Club sponsored events
- May form sub-committees for planning parties and staffing official events

B. **AD HOC COMMITTEES**

There may be any number of temporary committees.

1. **ELECTION COMMITTEE**

Election Committee shall be appointed by the Board of Directors a minimum of three months prior to the Annual Meeting and shall consist of three members, as follows: 2 Board Members and 1 General Member.

- The Committee shall follow the guidelines established in these By-Laws and shall develop guidelines as may be necessary when considering an individual for placement into an office.
- The Committee will appoint its own Chairman who shall lead the Committee in all activities.
- The Committee will determine eligibility of nominees, conduct the elections and announce the results during the Annual Meeting held in January.

ARTICLE III – FISCAL RESPONSIBILITY

SECTION 1. BILLS, NOTES, ETC.

All bills payable, notes, checks or other negotiable instruments of the Club will be agreed upon by the Club President or any one of the Board of Directors in his absence. No officer or agent of the Club, either singly or jointly with others, shall have the power to make any bill payable note, check draft, or warrant, or other negotiable instrument, or endorse the same in the name of the Club or contract or cause to be contracted, any debt or liability in the name or on behalf of the Club, except as expressly authorized by the Board of Directors, by the General membership at a Regular or Special meeting called for that purpose.

The Treasurer shall be responsible for the disbursement of all monies of the GTRB and shall keep a record of all such disbursements. All disbursements shall be at the direction and approval of the Board of Directors. Disbursements in excess of fifty dollars (\$50.00) shall require a quorum and majority vote of the General Membership

SECTION 2. OPERATING EXPENSES

The Club must make available funds for the purchases the Club has deemed to make.

SECTION 3. BUDGETING

At such time the balance in the checking account reaches \$2000, the Treasurer shall submit a Proposed Annual Budget to the Board of Directors immediately following the October General Membership Meeting for discussion, changes and approval. Once the Board approves the Budget, it is then submitted to the members at the November General Membership meeting for discussion, changes and approval. The Budget should include the current year-to-date gross revenue, estimated future gross revenue and the source of both. The report should also include the current year's expenditures and the proposed distribution of funds for the coming year along with the net balance of assets. The Treasurer can coordinate with the Board of Directors to discuss the anticipated available funds, and identify special requirements for which the moneys could be used. The Board of Directors is charged with the responsibility to prioritize requests and apportion the funds allocated to the respective needs. The Board of Directors will retain final approval authority for funding requests, but Budget approval will be made by majority vote of the General Membership.

SECTION 4. FISCAL YEAR

The fiscal year of GTRB shall be from January 1st through December 31st of each year.

ARTICLE IV – GOVERNING LAW

SECTION 1. STATE OF MISSISSIPPI AND FEDERAL STATUTES

Unless otherwise specified in these By-Laws to the contrary, matters concerning the operations of the GTRB shall be handled in accordance Mississippi and Federal Statutes regarding non-profit and/or tax-exempt status for clubs.

ARTICLE V – ORDER OF BUSINESS

SECTION 1. PROCEDURES

In order to conduct business as rapidly as possible, "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered in these By-Laws.

SECTION 2. MEETINGS

The President shall preside over all meetings and events of the Club. The President shall prepare a written agenda prior to each meeting, based on minutes from the previous meeting, and make copies available to the attendees present. Though other items may be added to the agenda in any order, the normal order of business at the General Membership Meetings shall be as follows:

- A. President - Calls meeting to order
- B. President - Welcomes new members and guests
- C. President calls on the Treasurer to confirm a 30% quorum is present to conduct business
- D. President calls on the Treasurer to give the checking account balance and announces any bills that may need paid
- E. President calls on the Secretary to review (motion can be made to accept them without reading) the minutes of the previous meeting. The President then asks for changes, upon none, and after a second has been made to accept them as written, asks for a vote to add them to the Club records. If there is a change necessary, the change is made by hand, initialed by the President and Secretary, then voted on to approve and add them to the Club records.
- F. President checks in with the various Committees for Reports – as needed
- G. President brings up Old Business (discussions from previous minutes), then asks if any one else has any old business
- H. President announces New Business, starting with Business placed on the agenda, then concluding with ‘any more new business’, which would be introduced by a show of hand from an officer, a member or a guest and the President would then call on one at a time. All motions made must have a discussion and a second before being voted on. Simply majority vote is needed for these motions to be carried out.
- I. Adjournment of Regular Meeting – President adjourns after motion is made, seconded and voted on
- J. Post-Meeting Activities may include:
 - Educational Topics and Discussions
 - Guest Speakers
 - Beer Tasting
 - Beer Judging

ARTICLE VI – DISPOSAL OF CLUB ASSETS

SECTION 1. PROCEDURE

In the event of dissolution of the Golden Triangle Brewers the assets will be distributed to a not for profit organization(s) as determined by the Board of Directors.

ARTICLE VII – AMENDMENTS

SECTION 1. PROCEDURE

These By-Laws may be amended at any General Meeting of the Club by a quorum of the voting members present, provided that notice of the proposed amendment shall have been given at least thirty days prior to said meeting.