

# **Bylaws Of The Worts Homebrew Club**

## **Article I**

### **Name**

The name of this organization shall be The Worts Homebrew Club, and will be referenced as The Club.

## **Article II**

### **Purpose**

The Club is organized exclusively for pleasure, recreation, and other similar non-profitable purposes, including but not limited to:

- a. Promoting the hobby and enjoyment of home-brewing;
- b. Learning more about alcohol production, alcohol tasting, alcohol judging, and different brewing techniques, based on sharing knowledge and experience;
- c. Encouraging good brewing practices;
- d. Engaging in enjoyable social activities focused around home-brewing;
- e. Assisting in all worthy projects for the advancement of zymurgy;
- f. Boosting morale and encouraging new home brewers; and
- g. Promoting the responsible use and consumption of alcohol.
- h. Participating in causes to benefit the greater Columbia, MO community.

## **Article III**

### **Membership**

#### *Section 1. Eligibility for Membership.*

All persons of legal age to consume alcoholic beverages, that support the purpose statement in Article II, are eligible for membership. The Board shall establish procedures for membership applications, and approvals. Membership shall be granted upon completion of a membership application, payment of dues, and if necessary approval by The Board; and shall be available without discrimination on basis of race, religion, color, creed, national origin, sex, or other non-discriminatory political affiliation or belief.

#### *Section 2. Membership Dues.*

The amount and manner required for Dues shall be prescribed by The Board from time-to-time. Membership shall renew automatically provided any such Member's Dues remain current. The Board is required to pay Dues during their term. Members may not, while Dues are delinquent, vote on Club business, receive Club benefits, nor participate in any Club activities that are reserved exclusively for Club Members. Dues are not refundable for any reason, including but not limited to the resignation or termination of membership, unless otherwise permitted by The Board. By vote of The Board, a member may be temporarily permitted to retain membership without pay due to financial hardship.

### *Section 3. Member Rights*

- a. Unless otherwise explicitly set forth herein; each Member shall have the right to participate in Club-affiliated events or activities, and receive Club benefits; shall be eligible to vote on Club elections; and shall have the right to approve any Substantial Decision (or any lesser decisions that may be put to the Members). All other decisions on behalf of The Club shall be within the sole control of the Board, as further set forth herein, and as may be delegated from time-to-time in accordance with these Bylaws. Each Member acknowledges and agrees that their rights may be limited by their willingness to execute a specific waiver or release reasonably required by The Club or third-parties from time-to-time. A "Substantial Decision" shall refer to:
  - i. The sale, lease, exchange or any other disposition of all or substantially all of the property and/or assets of The Club;
  - ii. Any mortgage or pledge of, or creation of a security interest in, or conveyance of title to, all or any part of the property and/or assets of The Club, or any interest therein, for the purpose of securing the payment or performance of any contract, note, bond, or other obligation of The Club;
  - iii. Any expense that is not reasonably related to The Club's purpose;
  - iv. The election or removal of an Officer;
  - v. The hiring of any employee or establishment of their compensation, to the extent permitted by the Act and the Code;
  - vi. The termination of any Member;
  - vii. Whether The Club may incur any material indebtedness;
  - viii. Any amendment to The Club's name, Articles of Incorporation, or these Bylaws;
  - ix. The creation, sale, or dissolution of any subsidiary or affiliate entity; or
  - x. Voluntary dissolution of The Club.
- b. Club members may be reimbursed for reasonable expenses incurred on behalf of The Club with approval from The Board.
- c. Membership may not be assigned or transferred to any person, except as explicitly set forth herein.

### *Section 4. Hold Harmless.*

IT IS RECOGNIZED BY ALL MEMBERS THAT PARTICIPATION IN THIS CLUB IS ENTIRELY VOLUNTARY AND MAY INVOLVE THE CONSUMPTION OF ALCOHOLIC BEVERAGES. IT IS FURTHER RECOGNIZED THAT CONSUMPTION OF ALCOHOLIC BEVERAGES (A) MAY AFFECT ONE'S PERCEPTION AND REACTIONS, (B) MAY BE VERY DANGEROUS, AND (C) MAY INVOLVE THE RISK OF SERIOUS INJURY, DEATH OR PROPERTY DAMAGE. EACH MEMBER VOLUNTARILY, WILLINGLY AND KNOWINGLY ASSUMES FULL RESPONSIBILITY FOR ANY AND ALL RISKS, WHETHER KNOWN OR UNKNOWN, IN ANY WAY ASSOCIATED WITH THEIR PARTICIPATION IN THE CLUB OR THE CONSUMPTION OF ALCOHOLIC BEVERAGES. EACH MEMBER FURTHER ACKNOWLEDGES AND AGREES THAT THEY ARE RESPONSIBLE FOR THEIR OWN CONDUCT, BEHAVIOR AND ACTIONS, AND THAT NEITHER THE CLUB NOR ANY OTHER

MEMBER IS RESPONSIBLE FOR ENSURING SUCH MEMBER'S SAFETY OR COMPLIANCE WITH APPLICABLE LAWS. ABSENT ANOTHER MEMBER'S OR GUEST'S GROSS NEGLIGENCE, FRAUD, INTENTIONAL MISCONDUCT, OR WANTONLY RECKLESS CONDUCT, EACH MEMBER HEREBY RELEASES, HOLDS HARMLESS, AND COVENANTS NOT TO SUE, THE CLUB OR ANY OTHER MEMBER OR GUEST FOR THEIR CONDUCT, BEHAVIOR, OR ACTIONS, ARISING OUT OF OR RELATING TO THEIR PARTICIPATION IN THE CLUB. THE FOREGOING COVENANTS SHALL APPLY TO THE APPLICABLE MEMBER AND ON BEHALF OF THEIR HEIRS, PERSONAL REPRESENTATIVES, AND ASSIGNS. THIS SECTION IS INTENDED TO BE AS BROAD AND INCLUSIVE AS PERMITTED BY APPLICABLE LAWS.

*Section 5. Resignation of Membership.*

- a. Any Member may resign upon request.
- b. Failure to remain current on Dues shall not be presumed as a resignation, but may be grounds for termination of membership pursuant to Section 6(c) below.
- c. Resignation shall not relieve any Member of monies or Materials owed to The Club.

*Section 6. Termination of Membership.*

- a. "Cause" for termination may exist:
  - i. Should Members fail to support, or should Members act adversely to, the provisions of these Bylaws;
  - ii. Should any Member commit any act of theft or violence against any person, or threat thereof, in connection with The Club;
  - iii. Conviction of a felony; or
  - iv. Should any Member fail to return any Materials, as may be required.
- b. Membership may be terminated for Cause by three-fourths vote of The Club Members, provided that a motion to terminate any Member shall be submitted to the Board prior to any vote so that the Board may determine if such motion is consistent with these Bylaws, and so that proper notice of such vote may be provided to Club Members. No Member that is the subject of a vote to terminate their membership may participate in such a vote, whether as a Member or Officer. Notwithstanding the foregoing, the Board may terminate a Member's membership in the event the Board determines that such Member (i) is no longer eligible for membership pursuant to Article III, Section 1 of these Bylaws, (ii) jeopardizes The Clubs exempt status under the Code, or (iii) fails to pay The Club any material amount of money owed to The Club, after notice and a reasonable opportunity to cure.
- c. Should any Member remain delinquent of their Dues after notice and three months' opportunity to come into compliance, their membership shall automatically terminate; provided, however, that they shall be automatically reinstated upon full payment of outstanding Dues, should such Member's application remain on file.
- d. Any Member's termination notice shall be provided in accordance with the Act.
- e. Termination shall not relieve any Member of monies or Materials otherwise owed to The Club.

- f. In the event any Officer, or Committee Member's membership is terminated, such Member shall be deemed to have also automatically resigned from their elected or appointed position.

#### *Section 7. Honorary Members*

The Club may offer honorary membership to individuals of the professional brewing community, including but not limited to brewers for breweries, brewpubs, or production facilities, or for homebrew store owners. Honorary Members shall have all benefits mentioned above. Honorary Members (a) shall not have voting rights, (b) are not eligible to become Officers, and (c), without limiting Section 6(b) above, may have their membership terminated at any time at The Club Officer's discretion.

#### *Section 8. Guests*

Guests may attend Club meetings and functions, subject to any limitations established by the Board. It is anticipated that guests would eventually join The Club.

#### *Section 9. No Limitations of Free Association.*

These Bylaws shall not in any way limit or prevent Members from joining other clubs, other organizations, or from assembling with their fellow Members without having to call a meeting.

#### *Section 10. Improper Use of The Club.*

No Member shall use or attempt to use The Club for personal financial gain or for any purpose other than those stated in The Club's Articles of Incorporation and these Bylaws; and shall avoid even the appearance of same.

## **Article IV**

### **Board of Directors/Officers**

#### *Section 1. Board's Role, Composition, Duties, & Compensation.*

- a. The Board shall provide leadership and an administrative structure to conduct business. The Board are responsible (i) for the overall policy and direction of The Club, (ii) for ensuring The Club satisfies its obligations under the Act and the Code, (iii) for approving the President's annual budget, (iv) for approving any material expense not included in the annual budget, and (v) for delegating responsibilities to any Officers, Members or Committees, each in accordance with these Bylaws. The Board may establish and prescribe such policies, procedures and rules that are consistent with these Bylaws, relating to the management and operation of The Club, as the Board deems necessary.
- b. The Board shall be composed of five Directors. For all intents and purposes, the Directors shall also serve as the Officers of The Club, of which include: President, Vice-President, Secretary, Treasurer, and Public Relations Manager. Except to the extent that a decision is required by the Board or by the Members pursuant to these Bylaws, the Officers' responsibilities are as follows:

- i. The "President" shall convene all meetings, and shall plan for and preside over each meeting, or arrange for another Director to plan for and preside over any meeting in the event of their absence. A President's message shall be provided prior to a meeting, which shall serve as a reminder of the meeting and briefly summarize both old and new business to be presented at the meeting. All powers necessary and proper for the management of The Club, that are not reserved for the other Officers or the Board, shall be vested in the President, unless otherwise prescribed by the Board.
  - ii. The "Vice-President" shall assist the President, and shall coordinate the efforts of all standing Committees, should they be created. The Vice-President shall also perform all duties incident to the office, as may be prescribed from time-to-time by the Board.
  - iii. The "Secretary" shall be responsible for keeping record of Club actions, including overseeing the taking of minutes at all meetings, and shall conduct all Officer elections. The Secretary shall maintain a list of all Members, and shall chair the Membership Committee should one be established. The Secretary shall also perform all duties incident to the office, as may be prescribed from time-to-time by the Board.
  - iv. The "Treasurer" is responsible for the care and custody of all Club funds. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to The Club; shall deposit all moneys and other valuable effects in the name and to the credit of The Club; and shall make financial reports available to the Board on a quarterly basis, and to the Members at each Annual Meeting, unless otherwise prescribed by the Board. The Treasurer shall also chair the Finance Committee should one be established; assist the President in the preparation of an annual budget and any tax returns or financial statements; make financial information available to the Board when requested, and available to any government entity when necessary. The Treasurer shall also perform all duties incident to the office, as may be prescribed from time-to-time by the Board.
  - v. The "Social Chair" shall maintain The Club's collection of brewing books, periodicals, and equipment (collectively, "Materials"); and shall establish a procedure and see to it that such Materials are reasonably stored and made available to Club Members, and ensure their return. The Social Chair shall also perform all duties incident to the office, as may be prescribed from time-to-time by the Board.
- c. No Member may hold more than one office at any given time.
  - d. All Officers shall make their decisions in accordance with the best interest of The Club and The Club's Members.
  - e. There shall be no compensation for Officers other than reasonable expenses.
  - f. No Other Officers may be established except under an amendment of these Bylaws.
  - g. In the event there is no President of The Club or the President is incapacitated, all of the President's responsibilities and duties shall temporarily vest in the following succession

order until a new President may be elected: (1) Vice-President, (2) Secretary, (3) Treasurer, and (4) Social Chair.

- h. Notwithstanding the official Officer titles described above, the Board may prescribe informal titles for each Officer.

### *Section 2. Board Elections & Terms*

- a. Members who wish to run for Board positions must be current on their Dues and/or be in good standing with the club.
- b. Officers shall be elected by a simple majority of the voting Members present at the election meeting to be held in May of each year. Each voting Member may cast one vote for each open Board position. Members may not delegate their vote by proxy.
- c. All Officers shall serve one-year terms, beginning on July 1st and ending June 30th of the following Fiscal Calendar Year (each a "Board Term"). Officers may be eligible for re-election for unlimited Board Terms; however, in the event of a tie, priority will be given to any Member who has not been an Officer in that particular position for two or more consecutive Board Terms. A re-vote shall be immediately held should a tie not be resolved. In the event a re-vote cannot resolve the tie, the highest-ranking newly-elected Officer for the up-coming Board Term shall have the tie-breaking vote.
- d. During the month of June, the out-going Board shall transition the in-coming Board into office.

### *Section 3. Board Meetings & Notice*

The Board may meet at an agreed upon time and place, within the Columbia Metropolitan area, provided each Officer receives proper notice (each a "Board Meeting"). Notice for Board Meetings may be waived in accordance with the Act. Members of the Board may not delegate their vote by proxy. Regular Meetings, Special Meetings and Annual Meetings shall not presumably constitute Board Meetings. The Board shall use reasonable efforts to hold a Board Meeting once every two months.

### *Section 4. Quorum; Required Vote; Presumption of Assent.*

- a. Having at least 3/5ths of the Officers present at any Board Meeting shall constitute a quorum. In the event a vacancy occurs on the Board, a quorum shall consist of the remaining Officers until the vacancy is filled.
- b. In the event a quorum is not present at a Board Meeting, the meeting may continue provided a summary of the issues addressed and positions taken is made available, either verbally or in writing (including via email or other reasonable means), for the absent Officer(s) to consider.
- c. Each Officer is authorized to exercise one vote. Unless otherwise specified in these Bylaws, questions arising at a Board Meeting shall be decided by a majority of the Board. In the event an even number of Officers exists and a majority cannot be established, the Board shall either (i) hold an election in order to appoint a replacement Officer, or (ii) in the event of an emergency, the President may exercise two votes.

- d. An Officer who is either present at a Board Meeting when Club action is taken, or receives the summary described in Subsection b above, shall be presumed to have assented to the action taken, unless: (i) in the case they are present at a Board Meeting, they object at the beginning of the meeting, or promptly upon their arrival, to holding the meeting or transacting the specific business at the meeting, or they vote against or abstain from the action taken; or (ii) in the case of any action described in a summary pursuant to Subsection b above, if not objected to by the absent Officer(s) within one week after receipt of the summary.

*Section 5. Action without a Meeting.*

For Board actions taken without a meeting, the action must be agreed upon by all Officers in writing (electronic signatures not necessary) and documented in the meeting minutes of the next regularly scheduled meeting.

*Section 6. Vacancies.*

- a. If a vacancy occurs less than four months into the Board Term, the remaining Officers shall assume the responsibilities of the vacated position until a replacement can be elected, either through a special election or as outlined in Article IV, Section 7.
- b. Should a vacancy otherwise exist the remaining Officers shall arrange to share in the responsibilities until a new Officer may be elected.

*Section 7. Resignation & Removal.*

- a. Resignation from the Board must be in writing and received by The Board.
- b. An Officer may be removed from the Board by a majority vote of The Club's Members.

## **Article V**

### **Meetings of Members, Voting**

*Section 1. Membership Meetings*

The Club shall hold meetings on the second Thursday of each month, with notice of alterations or changes being given to members at least 24 hours in advance.

*Section 2. Special Meetings*

Special meetings of the membership may be called by the President, a majority of the Executive Committee, or by written request of at least 10% of members in good standing. Notice of such meetings shall be provided at least seven (7) days in advance and shall include the purpose of the meeting.

*Section 3. Voting*

Each member in good standing is entitled to one vote on matters presented to the membership. Proxy voting is not permitted. Unless otherwise specified, decisions are determined by a simple majority of those present and voting.

#### *Section 4. Rules of Order*

Meetings shall be conducted in a fair and orderly manner. The President or presiding officer may use Robert's Rules of Order as a guide, but strict adherence is not required unless requested by a majority of the members present.

### **Article VI Committees**

The Board may establish committees to support Club functions, including but not limited to event planning, education, competitions, or outreach. Committees shall operate under the guidance of The Board, and committee chairs shall be appointed by majority vote of The Board.

### **Article VII Finances, Properties, & Liabilities**

#### *Section 1. Financial Management*

The finances of The Club shall be managed in a manner consistent with its non-profit purposes. The Treasurer, under the supervision of the Board, shall be responsible for the collection and disbursement of all Club funds, ensuring that all financial transactions are properly recorded and supported by documentation. All expenditures of The Club shall be for the sole purpose of fulfilling its mission as stated in Article II of these Bylaws, and the Board shall ensure that the financial activities of The Club comply with the laws and regulations governing non-profit organizations.

#### *Section 2. Budget and Financial Planning*

The Treasurer, in consultation with the President, shall prepare an annual budget for The Club, which shall be presented to the Board for approval no later than the first Board Meeting of each Fiscal Year. The budget shall include estimates for expected income, planned expenses, and any proposed investments or capital expenditures. The Board shall approve the budget by majority vote. Any material expense or deviation from the approved budget, as determined by the Board, shall require prior approval by the Board.

#### *Section 3. Club Funds and Accounts*

All funds received by The Club shall be deposited into one or more accounts at a reputable financial institution selected by the Board. The Treasurer shall ensure that these accounts are used solely for the purposes of The Club, and no individual member shall have personal access to any funds of The Club. Checks or other withdrawals from Club accounts shall require the signature of the Treasurer, and may also require the signature of the President or other designated Officer, as determined by the Board.

#### *Section 4. Financial Reports*

The Treasurer shall provide financial reports to the Board on a quarterly basis, detailing the status of The Club's finances, including income, expenses, and the balance of all Club accounts. The Treasurer shall also provide a monthly summary financial report, and a detailed annual financial report to the Members at the Annual Meeting held in May, including a balance sheet, income statement, and a report on the Club's financial position. If applicable, the Board shall ensure that The Club's financial records are audited by an independent third party at least once every three years, or more frequently as deemed necessary.

#### *Section 5. Liabilities*

The Club shall be liable only for its own debts and obligations, and no member shall be personally liable for the debts of The Club. No Officer or Member shall incur liabilities or obligations on behalf of The Club without prior authorization from the Board. In the event that The Club faces liabilities that exceed its available funds, the Board shall take appropriate action to address such liabilities, which may include fundraising, reallocation of resources, or other means of financial recovery, as determined by the Board.

#### *Section 6. Financial Reserve*

The Board may establish a financial reserve to ensure that The Club can continue its operations in the event of an unforeseen financial hardship. The amount and purpose of the reserve shall be determined by the Board, but any reserve fund established shall not exceed an amount necessary to cover The Club's expenses for a period greater than one year. This reserve may be adjusted or spent by a majority vote of the Board, provided that such action is consistent with the purposes of The Club.

#### *Section 7. Fundraising and Donations*

The Club may engage in fundraising activities as approved by the Board to support its operations and programs. All funds raised shall be used for the purposes outlined in these Bylaws. The Club may accept donations from individuals, organizations, or corporations, and such donations shall be used in accordance with The Club's mission. The Club may issue receipts for tax-deductible donations if applicable under the law, and shall maintain appropriate records of such donations.

#### *Section 8. Restrictions on Use of Funds*

No part of the income or assets of The Club shall inure to the benefit of any Officer, Director, or Member, except as reimbursement for reasonable expenses incurred on behalf of

The Club. All funds received by The Club shall be used exclusively for purposes in line with the Club's mission as described in Article II, and no funds shall be distributed to any individual or entity, except for authorized payments for services rendered or goods provided in furtherance of The Club's activities.

#### *Section 9. Auditing*

The Club's financial records shall be reviewed annually by an independent auditor or an internal audit committee, as prescribed by the Board. The Treasurer shall ensure the Club's funds are managed responsibly, and all liabilities are properly accounted for.

## **Article VIII Miscellaneous**

#### *Section 1. Notice.*

- a. Notice wherever required herein without specific qualifications shall be given to each Member by reasonable means prescribed by the Board from time-to-time, not less than two weeks prior to the meeting. Notice must include the time and place of the meeting, and any other information required by these Bylaws. Notice may be waived in accordance with the Act.
- b. In the event of an emergency, and in the interest of avoiding delays in the Regular Meetings, notice to reschedule a meeting is only that which is reasonable under the circumstances; provided, however, that no Substantial Decision may be conducted at a meeting rescheduled due to emergency without two weeks' prior notice.

#### *Section 2. Definitions.*

In these Bylaws, unless the context specifies or requires otherwise, the following terms shall have the meanings ascribed to them:

- a. "Board" means the board of Officers of The Club.
- b. "Calendar Year" means the period beginning January 1st and ending December 31st of any given year.
- c. "Committee Chair" means the Committee Member primarily responsible for organizing and leading the Committee.
- d. "Committee Member" means each appointed member of a Committee.
- e. "Dues" means membership fees established by the Board from time-to-time, whether on an annual or longer basis, as further described in Article III, Section 2.
- f. "Fiscal Year" or "Tax Year" means the one-year period used by The Club for accounting, budget and financial reporting purposes, which may be prescribed by the Board from time-to-time.
- g. "Member" means a member of The Club as set out in Article III of these Bylaws.
- h. "Officer" means an officer of The Club elected or appointed pursuant to these Bylaws, as set out in Article IV of these Bylaws.

*Section 3. Choice of Law & Venue.*

The Club shall be governed by the laws of the State of Missouri, unless otherwise specified in these Bylaws. Any disputes shall be resolved in the Boone County Circuit Court, Columbia, Missouri.

*Section 4. Interpretation of these Bylaws.*

Headings and captions are intended solely for convenience of reference. If there is any conflict between such headings or captions and the text of these Bylaws, the text shall control. Unless the context clearly indicates otherwise, the singular shall include the plural and vice-versa. Whenever the masculine, feminine or neuter gender is used inappropriately, these Bylaws shall be read as if the appropriate gender was used. In the event these Bylaws contain any provision that is not permitted by the Act, the Code, or other applicable laws, such provision shall be severed from these Bylaws, leaving the remaining provisions in full force and effect; and either (a) the default provisions under the Act shall govern instead, or (b) these Bylaws may be reformed to the extent consistent with applicable laws.

## **Article IX**

### **Suspension or Amendment of Bylaws**

*Section 1. Suspension of Bylaws.*

Suspension of any bylaws provision requires a two-thirds vote of the Board, unless the provision pertains to a Substantial Decision, which must be approved by two-thirds of the membership.

*Section 2. Amendment of Bylaws.*

Any proposal to amend these Bylaws must pass by two-thirds vote of the Members present at the meeting. Notice of any amendment to these Bylaws shall be given to all Members of The Club in the manner provided for in Article VIII, Section 1 of these Bylaws. The notice need not include a copy of the actual amendments, but shall include in reasonable detail the nature of proposed amendments.

## **Article X**

### **Member Attendance at Officer Meetings**

1. Right to Attend — Any club member in good standing may attend officer meetings as a non-voting observer except when the officers convene a executive or confidential session.
2. Request to Address — A member who wishes to address the officers must submit a written request to any officer at least seven calendar days before the meeting. The request must include the member's name, a topic title, and a brief description and may request up to five

minutes. The President or Vice President shall include timely requests on the agenda or group related requests at the officers' discretion.

3. On the Day Comments — The President may permit brief on-the-day comments from attending members at the President's discretion. On-the-day comments are limited to two minutes each.

4. Participation Limits — Members attending under this Article may observe and address the officers only as provided above; they may not make motions, vote, or participate in executive session discussions.

5. Confidential Matters — The officers may enter executive session for personnel, legal, contractual, or disciplinary matters; members are excluded from such sessions.

6. Removal for Disruption — The President may remove any attendee for disruptive behavior after a single warning.

7. Notice and Posting — The President shall publish meeting agendas and any accepted member comment items at least five calendar days before each regular officer meeting.

## **Article XI**

### **Dissolution**

- a. In the event of dissolution, the Board shall form a dissolution committee responsible for ensuring the Club's compliance with applicable tax laws, and the proper distribution of assets to an exempt organization as described in Section 2.
- b. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of The Club is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine.