



Washington Brewers Guild Bylaws

Article 1: The name of this corporation is the Washington Brewers Guild, a non-profit Washington corporation (the "Association")

Article 2: Purposes of Organization. The Association is organized and operated exclusively for non-profit purposes. The Association is organized to:

Section 1. Promote, in a lawful manner, the common interests of the members and the licensed brewing industry in Washington;

Section 2. Employ agents to collect information of value to members regarding laws, provisions, directives, and orders as may be made by the United States government, the State of Washington, and the political subdivisions thereof serving the Association, and to circulate such information to the members and general public;

Section 3. Hold membership in other associations, although the Association shall not be deemed to have approved the action of other associations by such membership, unless the Board of Directors of the Association so approves;

Section 4. Perform such other acts as may be necessary, in the opinion of the Board of Directors, to carry out the purpose of this Association. The Association shall not fix or set the prices and terms upon which the members buy and sell beer, limit or control the amounts of beer produced or purchased, boycott customers or suppliers, or allocate markets and customers.

Article 3: Members

Section 1. Membership: Membership shall be open and available to any individual, partnership, or corporation who pays the membership dues as may be established from time to time by the Board of Directors and is actively engaged in the beer industry within the State of Washington.

Section 2. Definition of a Regular Member: A brewing organization (individual, partnership, or corporation) that brews beer at a facility in Washington, produces less than six million barrels of beer per year and is not more than twenty-five percent owned or controlled (or equivalent economic interest) by a beverage alcohol company which is not itself eligible to be a Regular Member. If there is more than one brewing organization involved in a brewing facility, only the entity holding majority interest is eligible for Regular membership. Additional facilities (production or retail) are not eligible for separate Regular membership. Regular members must hold a TTB Brewers Notice, a Washington State Brewpub, Microbrewery or Domestic Brewery license and shall be in good standing and full conformity with federal, state and local codes and regulations. Regular members shall have voting privileges.

Section 3. Definition of an Allied Member: Tradesmen, retailers, distributors and suppliers doing business with the brewing industry or any individual, partnership or corporation in an allied industry or endeavor may be admitted as a non-voting Allied member. An Allied member will pay minimum dues as set by the Board of Directors. An Allied member is not eligible to be elected to the Board of Directors.

Section 4. Definition of an Associate Member: A brewing organization the brews at a facility in Washington owned 25 percent or more by a brewing organization with an annual production of more than six million barrels, a contract or alternating proprietorship brewer not holding a majority financial interest in a Washington brewing facility, brewing facilities not eligible for Regular Membership because only one brewing organization under common ownership is eligible for Regular (voting) Membership, breweries in planning or a licensed out-of-state brewery may be admitted as a non-voting Associate member. An Associate member will pay minimum dues as set by the Board of Directors. An Associate member is not eligible to be elected to the Board of Directors.

Section 5. Resignation: Any Member in good standing may resign from the Association upon delivery of written notice to the Association before the effective date of the resignation. The resigning Member is responsible for dues assessed up to the effective date of the resignation and no dues shall be refunded.

Section 6. Expulsion: A Member may be suspended or expelled from membership by action of the Board of Directors for non-payment of dues, fees or for the violation of any provision of these Bylaws.

Article 4: Representation

Section 1. Voting Rights: For the purposes of voting for the Board of Directors and any other official Association business each member shall have one vote. Voting by proxy shall not be allowed. Only active members or their representatives, in good standing, are entitled to cast votes in matters of the Association.

Section 2. Nominations for Board of Directors Positions:

- a. Nominations shall be submitted to the membership at least thirty days in advance of the June election period. Directors of the Board are individual representatives of the member organizations and not the member entities themselves. There shall be no more than one individual representative nominated per brewing organization.
- b. Any Regular member shall have the right to nominate a candidate, including themselves, by notifying the Association prior to 30 days before the election.

Section 3. Election to the Board of Directors: Elections will be held each third week of June, with the results announced at the next meeting of the general membership. Board members will be elected as follows: A minimum of six directors, with a maximum of nine directors, will be elected by the regular members. In the event of a tie, there will be a runoff election between the nominees. In the event of a further tie, the board member will be determined by a coin toss. Candidate names and statements shall be sent to membership two weeks in advance of the

election. Members may vote by electronic ballot, and online voting shall be open for a period of one week. Election results will be tabulated by the Executive Director and/or administrative assistant.

Section 4. Vacancies: If a vacancy occurs in the office of the President of the Board of Directors, the Vice President shall serve as President for the remainder of the term. Vacancy in the office of Vice President, Treasurer or a director position shall be filled for the balance of the unexpired term by nominee(s) submitted by the President and approved by the Board of Directors.

Article 5: Board of Directors

Section 1. Authority: The business and affairs of the Association shall be managed by the Board of Directors, which may exercise all such powers of the Association as are permitted by law, the Articles of Incorporation, or these Bylaws.

Section 2. Numbers of Directors: The number of directors of the Association shall be at least six and no more than nine.

Section 3. Term of Office: Each director shall serve a term of two years, with the exception of the President, whom shall serve in a consulting position for an additional year as Past-President. President, Treasurer, and at-large director(s) shall be elected in the even number years and Vice President, Secretary, and at-large director(s) shall be elected in the odd-numbered years.

Section 4. Meetings: There shall be no less than two general membership meetings a year at a time and place set by the Board of Directors. There shall be no less than two meetings of the Board of Directors, at the call of the President of the Board of Directors or at the request of any Director. Members of the board must attend no less than seventy-five percent of scheduled board meetings, either in-person or remotely. Failure to meet attendance requirements may trigger expulsion by a majority vote of the Board.

Section 5. Action Without a Meeting: Any action required or which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent of directors is obtained in writing. Such consent shall have the same effect as a unanimous consent.

Section 6. Notice of Meetings: The time and place of each meeting of the Board of Directors shall be fixed by the President of the Board of Directors, and notice of the time and place of such meeting shall be delivered personally, mailed, or emailed to each member of the Board of Directors at least one week prior to the date of each meeting.

Section 7. Quorum and Vote: A quorum for transaction of business at a meeting of the Board of Directors shall be a majority of the Board of Directors.

Section 8. Compensation of Board of Directors: The Board of Directors of the Association shall serve without compensation.

Section 9. Expulsion: A Director of the Board may be expelled from the Board by action of the Regular members for the violation of any provision of these Bylaws, or by a recall vote with a $\frac{3}{4}$ majority of all Regular members.

Article 6: Presiding Officers

Section 1. Designation: The principal officer of the Association shall be the President of the Board of Directors, who shall be elected bi-annually by the Regular Members.

Section 2. Compensation: Presiding Officers of the Board of Directors shall serve without compensation.

Section 3. President of the Board of Directors: The President of the Board of Directors shall preside at all meetings of the Board of Directors, and perform all duties incident to the office. The President shall see that all orders and resolutions of the Board of Directors are carried out. They shall at all times represent and act for the Association in its relationships with other organizations or groups, and shall, with the advice and consent of the Board of Directors, pass upon and determine all questions of policy and public relations which may arise between meetings of the Board of Directors. The President shall have authority to delegate to other officers such of their powers as they may deem necessary and expedient. The President shall retain membership on the Board of Directors for one year following the expiration of their term, consulting on behalf of the Association.

Section 4. Vice President of the Board of Directors: The Vice President of the Board of Directors shall perform such duties as may be assigned by the President or Board of Directors and shall preside at all meetings of the Association in the absence or disability of the President. The Vice President shall be elected bi-annually by the Regular Members.

Section 5. Treasurer of the Board of Directors: The Treasurer shall audit all expenditures made on the behalf of the Association and render a statement of condition of finances of the Association at each Board of Directors meeting and at the annual general membership meeting. The Treasurer shall be elected bi-annually by the Regular Members.

Section 6. Secretary of the Board of Directors: The Secretary shall accurately record notes on the behalf of the Association and render meeting minutes of the Association at each Board of Directors meeting and at the annual general membership meeting. The Secretary shall be elected bi-annually by the Regular Members.

Article 7: Executive Director

Section 1. Duties. The Board of Directors may select and employ an Executive Director who shall be responsible for the general administration of the association's activities. The Executive Director shall be the directing head of the business offices of the Association, and shall be the keeper of the bylaws.

Section 2. Immediate Supervision: The Executive Director shall work under the immediate direction of the Board of Directors. The Executive Director shall attend meetings of the Board of Directors, but shall not be a member of any of these bodies. The presiding officer of any of these meetings may request the absence of the Executive Director.

Section 3. With the approval of the Board of Directors, the Executive Director may sign checks drawn of the funds of the Association in payment of the debts and obligations of the association, in accordance Article 10, Section 3. The Executive Director shall cooperate with the Treasurer in the preparation of all budgets and financial statements presented to the Board of

Directors. The Executive Director shall also perform such other duties as may be assigned to them by the President or the Board of Directors and shall be compensated for services.

Article 8: Amendments

Section 1. Amendments to the Bylaws. Amendments to the bylaws must be sponsored by three regular members in good standing. Amendments to the bylaws must be submitted to a director, in writing at least 30 days prior to a general membership meeting. The Executive Director or Board shall then see that the proposal is forwarded to the membership at least 15 days prior to the general membership meeting for a vote with a statement as to why the amendment was proposed and with or without the board's recommendation. In order to be accepted to the bylaws, any proposed amendment must receive a supermajority vote of two-thirds of the general membership voting at the meeting or electronically.

Article 9: Committees

Section 1: The Board may create committees as needed, such as fundraising, technical, finance, etc. The Board President appoints all committee chairs. Committee chairs must be Regular Members in good standing.

Section 2: Executive Committee. The Presiding Officers make up an Executive Committee (are at large directors excluded from the executive committee?), which is responsible for developing and reviewing fiscal procedures, an annual budget with staff and other Board members. The Board must approve the budget. The fiscal year shall be the January 1 to December 31. The financial records of the organization are public information and shall be made available to the membership and Board members upon request.

Article 10: Dues/Membership Fees/ Billings

Section 1. Annual. Dues/Membership fees of members of the Association shall be paid annually in such amounts and on such terms as determined from time to time by the Board of Directors.

Section 2. Arrears. Members who fail to pay their dues within 30 days of the initial billing shall be notified in writing. If payment is not made within 60 days of the initial billing, that member shall receive an intent of termination notice and will be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The terminated member is responsible for dues assessed up to the effective date of termination. The Board of Directors may by rule prescribe procedures for extending the timely payment of dues and continuation of membership privileges upon request of a member for good cause shown. Organizations wishing to rejoin the Association, within 18 months, will be required to pay any past dues and fees before consideration.

Section 3. Appropriation of Funds. Checks may be signed by the President, the Treasurer and the Executive Director. Checks in excess of budgeted funds approved by the Board signed by the Executive Director, will need prior budget variance approval by the Executive Committee.

Section 4. General Sources of Funds. All the income from dues, assessments, gifts, or gain from the operation of the Association shall be for the sole use of the Association, and no division

thereof shall, at any time, be made to any member, except in reasonable payment of services rendered by any member to the Association, at the request of the Board of Directors.

Section 5. Dissolution. If the Association should be dissolved, no member will receive any portion of its remaining assets or property. Upon dissolution, the balance of any assets or property of the Association which remains after all debits or obligations are paid will be distributed to any other non-profit corporation which has been selected by the Association's Board of Directors and has been determined by the Internal Revenue Service to be exempt from federal taxes.

Article 11: Indemnification Every Director, Officer or Employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director, Officer or Employee at the time such expenses are incurred except in cases wherein the Director, Officer or Employee is adjudged guilty or willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or Employee may be entitled.