

# **BYLAWS**

## **of**

# **The Sonoma Beerocrats**

# **Homebrew Club**

## **PREAMBLE**

The Sonoma Beerocrats Homebrew Club exists to encourage and support the successful production of highquality home-brewed beer. The club provides meetings that fulfill educational and social objectives in support of homebrewing in Sonoma County, California, and surrounding areas. The club facilitates the exchange of brewing knowledge among members and encourages members to enter their homebrews into AHA/BJCP sanctioned competitions.

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# **ARTICLE I : OFFICES**

## **SECTION 1. PRINCIPAL EXECUTIVE OFFICE**

The location of the principal executive office of the club shall be fixed by the board of directors. It may be located at any place within the County of Sonoma, California. The secretary of this club shall keep the original or a copy of these bylaws, as amended to date, at the principal executive office of the club or at another place as designated by the board of directors. An electronic copy shall be archived on the official website of the club. The current address of record is c/o The Beverage People, 1845 Piner Rd. Suite D, Santa Rosa, CA 95403.

## **SECTION 2. OTHER OFFICES**

The club may also have offices at such other places as the board of directors may from time to time designate, or as the business of the club may require. The board may utilize a post office box as a club mailing address.

## **ARTICLE II : CLUB MEETINGS**

### **SECTION 1. PLACE OF MEETINGS**

Meetings of the club shall be held at the principal executive office of the club or at such other place as may be determined by the board of directors.

### **SECTION 2. REGULAR MEETINGS**

The regular meetings of the club shall be held approximately once per calendar month, as determined by the board of directors.

### **SECTION 3. SPECIAL MEETINGS**

Special general meetings of the club may be called by a majority of the board of directors or by the president.

### **SECTION 4. NOTICES OF MEETINGS**

Notices of meetings shall be given in writing to club members or be posted on the official club website by the secretary or, if there be no such officer, or in the case of his or her neglect or refusal, by any director.

Such notices shall be posted on the website or given personally by email addressed to each member at the address of such member appearing in the membership list maintained by the treasurer. Notice shall be given not less than seven (7) days before the date of the meeting.

Such notice shall state the place, date, and hour of the meeting and the general nature of the planned meeting.

### **SECTION 5. VOTING**

At each election of directors, club members shall not be entitled to cumulate votes. One designated member of each member household as of the date an election is declared by the board of directors is entitled to one vote. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected. Votes cast against a candidate or which are withheld shall have no effect. Upon the demand of any member or director made before the voting begins, the election of directors shall be by ballot rather than by voice vote.

### **SECTION 6. PROXIES**

No member may designate a proxy for the purpose of electing directors; votes must be cast in person or by ballot submitted to the secretary within the voting period designated by the board of directors. No director may designate a proxy to a board meeting.

# **ARTICLE III : DIRECTORS**

## **SECTION 1. POWERS**

The business and affairs of the club shall be managed and all club powers shall be exercised by, or under the direction of, the board of directors.

## **SECTION 2. NUMBER**

The authorized number of directors shall be seven (7).

After adoption of these bylaws, this bylaw may only be amended by approval of a majority of the club members entitled to vote.

## **SECTION 3. ELECTION AND TENURE OF OFFICE**

The directors shall be elected at the annual meeting of the club held nearest the end of the calendar year and hold office until the next annual year-end meeting and until their successors have been elected and qualified.

## **SECTION 4. VACANCIES**

A vacancy on the board of directors shall exist in the case of death, resignation, or removal of any director or in case the authorized number of directors is increased, or in case the club members fail to elect the full authorized number of directors at any meeting of the club at which any director is elected. The board of directors may declare vacant the office of a director who has been declared of unsound mind by an order of court or who has been convicted of a felony.

Except for a vacancy created by the removal of a director, vacancies on the board of directors may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by the unanimous consent of the directors remaining in office. Vacancies occurring on the board by reason of the removal of directors may be filled only by approval of the club members. Each director so elected shall hold office until the next annual year-end meeting of the club and until his or her successor has been elected and qualified.

The club may elect a director at any time to fill a vacancy not filled by the directors. Any such election by written consent other than to fill a vacancy created by the removal of a director requires the consent of a majority of the club members entitled to vote.

Any director may resign effective upon giving written notice the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a later time, a successor may be elected to take office when the resignation becomes effective. Any reduction of the authorized number of directors does not remove any director prior to the expiration of such director's term in office.

## **SECTION 5. REMOVAL**

Any director may be removed without cause if the removal is approved by a unanimous vote of the other directors.

## **SECTION 6. PLACE OF MEETINGS**

Meetings of the board of directors shall be held at any place, within or without the County of Sonoma, California, which has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the club or as may be designated from time to time by resolution of the board of directors.

## **SECTION 7. QUARTERLY AND SPECIAL DIRECTORS' MEETINGS**

The regular quarterly meetings of the board of directors shall be held at such times and places as may be fixed from time to time by the president with the consent of the board of directors. The meetings shall occur on or near the annual equinoxes and solstices. Call and notice of these regular meetings shall be communicated in writing or by email to each director entitled to vote at least seven (7) days prior to the meeting date. Regular quarterly meetings shall be open to any member of the club. As determined by the board, such members may participate in discussions but may not vote on board actions.

Special meetings of the board of directors may be called by the president, vice president, secretary, or any two directors. Special meetings of the board of directors shall be held upon four (4) days' notice. The person or persons calling the meeting shall declare if the meeting is open to the general membership or is restricted to the directors.

#### **SECTION 8. QUORUM AND BOARD ACTION**

A quorum for all meetings of the board of directors shall consist of a majority of the authorized number of 5 directors until changed by amendment to this article of these bylaws.

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

A majority of the directors present at a meeting may adjourn any meeting to another time and place, whether or not a quorum is present at the meeting.

#### **SECTION 9. ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the board may be taken without a meeting, if a majority of the members of the board consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a vote of the directors at a board meeting.

#### **SECTION 10. COMPENSATION**

No salary shall be paid directors.

# **ARTICLE IV : OFFICERS**

## **SECTION 1. OFFICERS**

The officers of the club shall be a president, a vice president, a past president, a secretary, and a treasurer who shall be the chief financial officer of the club. The club also may have such other officers or board members with such titles and duties as shall be determined by the board of directors and ratified by election of the membership. Together, officers and other designated board members constitute the board of directors.

The position of past president shall be filled by succession of the prior president when a new president is elected and qualified. In the event that the prior President takes on another role of the board or cannot continue in the Past President's role, a 3 Member at Large shall be elected. To the maximum extent feasible, the board shall encourage directors to advance to officer positions from within the membership of the board.

## **SECTION 2. PRESIDENT**

The president provides primary leadership to the board of directors and the club as a whole. This individual prepares agendas and presides over general membership meetings and board of directors' meetings as a voting member. He/she also coordinates homebrew competition activities, as well as ensuring that the board of directors is communicating effectively with the club at large. The president takes the lead in assuring that activities are planned well in advance with hosts and volunteers available as needed.

## **SECTION 3. VICE PRESIDENT**

This individual steps in to fill the president's official duties whenever the president is unavailable. He/she is also an active, voting member of the board of directors. Special assignments for the vice president include coordinating the club's competition entries and overseeing the Style Talk segment of monthly meetings. The vice president is also a voting member of the board of directors.

## **SECTION 4. TREASURER**

Responsible for financial matters for the Sonoma Beerocrats, the treasurer maintains the checking account, paypal account, collects member dues, and writes checks for expenses and reimbursements as needed. This individual also prepares a monthly report of current financial status to be delivered at each meeting of the club. He/she is a voting member of the board of directors.

## **SECTION 5. SECRETARY**

The secretary maintains a book of minutes of all meetings of the directors and members. The minutes shall state the time and place of all meetings, the names of those present at directors' meetings, and an account of the proceedings. The secretary also keeps the original or a copy of the bylaws of the club, as amended, and certified by him or her. The secretary shall give notice of all meetings of members and directors as required in these bylaws. The secretary shall assist the president in producing and distributing club information such as an electronic newsletter. The secretary is a voting member of the board of directors.

## **SECTION 6. PAST PRESIDENT**

This office is filled by automatic succession when a new president is elected—the previous president becomes the past president. To help maintain club continuity, he/she remains an active voting member of the board of directors, attends most club meetings, and participates actively in planning club activities.

## **SECTION 7. MEMBERS AT LARGE**

Two club members are elected to the board of directors as voting members. They attend and participate in board of directors' meetings, regularly attend general meetings, and often take on special assignments for one-time or ongoing events in which the club is involved.

## **SECTION 8. COMPENSATION**

The officers of this club shall receive no compensation for their services.

## **ARTICLE V: EXECUTIVE COMMITTEES**

The board may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees, each including one or more directors, to serve at the pleasure of the board. Any such committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except with respect to:

- a. The approval of any action for which the approval of the members is also required.
- b. The filling of vacancies on the board or in any committee.
- c. The amendment or repeal of bylaws or the adoption of new bylaws.
- d. The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable.
- e. The appointment of other committees of the board or the members thereof.

# **ARTICLE VI : CLUB RECORDS AND REPORTS**

## **SECTION 1. INSPECTION BY MEMBERS**

The accounting books and records of the club and the minutes of proceedings of the members and the board and committees of the board shall be open to inspection upon the written demand of the board by any member at any reasonable time during usual business hours, for any proper purpose reasonably related to such members interests. Such inspection by a member may be made only in person, and the right of inspection includes the right to copy and make extracts.

Members shall also have the right to inspect the original or copy of these bylaws, as amended to date and kept at the club's principal executive office, at all reasonable times during business hours.

## **SECTION 2. INSPECTION BY DIRECTORS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the club. Such inspection by a director may be made only in person and the right of inspection includes the right to copy and make extracts.

## **SECTION 3. CONTRACTS, ETC.**

The board of directors, except as otherwise provided in the bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the club. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the club by any contract, or to pledge its credit, or to render it liable for any purpose or to any amount.



## **ARTICLE VII : AMENDMENT OF BYLAWS**

### **SECTION 1. BY MEMBERS**

Bylaws may be adopted, amended, or repealed by the affirmative vote of a majority of the members of the club casting ballots in any election called by the board of directors for such purpose.

### **SECTION 2. BY DIRECTORS**

After adoption of these bylaws by a majority vote of the members casting ballots, and subject to the right of members to adopt, amend, or repeal bylaws, the directors may adopt, amend, or repeal any bylaw, except a bylaw amendment changing the authorized number of directors.

# **ARTICLE VIII: ELECTRONIC TRANSMISSIONS**

## **SECTION 1. ELECTRONIC TRANSMISSION BY OR TO THE CLUB**

For the purposes of these Bylaws "electronic transmission" means a communication

- a. delivered by
  - (1) electronic mail (email),
  - (2) posting on an electronic message board or network which the board has designated for those communications, or
  - (3) other means of electronic communication,
- b. that creates a record that is capable of retention, retrieval, and review.

# **ARTICLE IX: MEMBERSHIP**

## **SECTION 1. GENERAL MEMBERSHIP**

Membership in the club is by household; every adult resident of a member household is a regular member of the club but only one of them is entitled to a vote. Each member household shall designate one individual as the principal voting person for that household. Other privileges of members may be declared (or rescinded) from time to time by the board.

## **SECTION 2. MEMBERSHIP CLASSES**

Regular members pay annual dues as set from time to time by the board. Upon joining the club, a member shall pay the full annual dues amount to gain membership for the remainder of that calendar year. The treasurer shall maintain a list of members, including the date of most recent dues paid. For renewal, dues are to be paid by January 1 of each year. Members in arrears as of March 31 shall be removed from the regular member list and website maintained by the treasurer and will forfeit voting rights.

Dues paid after October 1 of any year will establish membership for the remainder of that year and the entire following calendar year.

Honorary members are designated by the board. They have all the rights and privileges of regular members except that they may not vote on club business. They do not pay dues and they remain members at the pleasure of the board. The treasurer shall maintain a list of honorary members.

## **ARTICLE X: SPONSORS**

Upon approval by the board, individuals or organizations that wish to support the goals and objectives of the club may become official sponsors. In exchange for donations of money, resources, or services, the board may grant to any official sponsor certain rights and privileges. Every official sponsor gains the privilege of placing a single announcement of support on the official club website. Other privileges, at the pleasure of the board, may include designating a sponsor's representative as a regular or honorary member, permitting additional advertising on the official club website, or other activities of interest to the sponsor and the board.

Except as designated above for official sponsors, commercial advertising on the official club website shall be prohibited. Commercial solicitation by unapproved agents shall be promptly removed from the website by the secretary or any other director.

# CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the club named in the title thereto and that such bylaws were duly adopted by the members of the club and/or board of directors on the date set forth below.

\_\_\_\_\_, Date

\_\_\_\_\_, Secretary

v. 1.3 11/13/14