

# **ARTICLES OF INCORPORATION OF THE RALEIGH HOME BREWERS ASSOCIATION**

(Enacted February 9th, 2017)

## **ARTICLE ONE**

### **Section 1. Name**

The name of this organization shall be the Raleigh Home Brewers Association (hereinafter referred to as the “Club”).

### **Section 2. Purpose**

The purpose of the Club shall be to encourage all members:

- To mature as brewers and beer enthusiasts;
- To promote the dissemination of knowledge in the art of brewing;
- To encourage and reward individuals dedicated to the brewing arts;
- To educate the beer connoisseur in identifying the components of beers;
- To foster the responsible use of the products of our craft; and
- To perform fundraising activities for other charitable organizations.

### **Section 3. Membership**

The membership of this Club shall be open to any person who enjoys the craft of homebrewing (beer, cider, mead, etc.). The Club shall not discriminate against any member for any reason, including but not limited to gender, race, religion, political ideology, or sexual orientation EXCEPT THAT all Paid Members must be at least 21 years old at the time they join.

There shall be two levels of Membership: Free and Paid.

A Free Member may attend membership meetings and may participate on Club social networks. However, to vote, participate in competitions, or to be included in Club festivals, Paid Membership is required.

A Paid Member is one who has paid dues as confirmed by the Treasurer.

The Board of Directors may, at its discretion, waive the Membership Requirements stated above for any or all Club activities.

## **Section 4. Headquarters**

The headquarters of this Club shall be Atlantic Brew Supply and/or Raleigh Brewing Company located in Raleigh, NC, until such time that the shop permanently closes, or the shop asks the Club to locate elsewhere, or if the membership, by resolution, decides to locate elsewhere.

## **ARTICLE TWO**

### **Government**

#### **Section 1. Supreme Law**

All legislative and executive powers shall be given to and controlled by the Board of Directors.

Supreme Law is defined as the inherent executive power of the Board of Directors to remove a person from the membership for any cause.

The Board of Directors shall consist of all the elected officers of this Club.

#### **Section 2. Elected Officers**

The elected officers of this Club shall be: President, Vice-President, Secretary, Treasurer.

An elected or unelected office may be occupied by more than one person subject to Board approval.

The Board may from time to time approve and appoint other non-elected officer positions, on a permanent or temporary basis, as it sees fit. These positions shall serve at the pleasure and discretion of the Board.

#### **Section 3. Term of Office**

All offices shall be held for a period of one year, commencing at the October meeting following elections, and terminating at the October meeting, one year later.

Elections for offices will take place at the September meeting.

#### **Section 4. Removal from Office**

Any officer missing three Board of Directors meetings and/or six membership meetings during his/her term of office, without reasonable excuse, shall be removed from office and replaced as soon as possible. A reasonable excuse shall be determined by the Board of Directors.

Any officer, as determined by a majority of the Board of Directors, found not performing his/her duties, may be removed from office, subject to the approval by a majority vote of the membership at the next membership meeting following a report from the Board of Directors to the membership.

#### **Section 5. Vacancy of Office**

Any interim vacancy on the Board of Directors shall be filled by appointment by the Board of Directors, subject to the approval by a majority vote of the membership at the next membership meeting following the vacancy.

In the event the membership votes down the appointment by the Board of Directors, there will be open nominations for the vacant office and an election held at said membership meeting to fill the vacancy.

#### **Section 6. Returning of Raleigh Home Brewers Association Property**

All elected officers and any members, upon completion of their term in office or assignment, shall return to the Raleigh Home Brewers Association any and all papers, documents, passwords, emails, social media posts, and property deemed to be important to the operation and history of, and belonging to, the Club. Failure to comply may result in expulsion from the Club and civil action if deemed necessary.

## **ARTICLE THREE**

### **Duties of Elected Officers**

#### **Section 1. President**

The duties of the President shall be as follows:

- a. To uphold the Constitution and By-Laws of the Club.
- b. To interpret the Constitution and By-Laws of this Club when necessary.
- c. To set the theme and agenda for the meetings.
- d. To call meetings to order and conduct them in an orderly manner.
- e. To call for special meetings when necessary.
- f. To form committees when necessary.
- g. Shall be an ex officio member of all committees.
- h. Shall have no vote on motions made at membership meetings and/or Board of Directors meetings, except to break a tie.

#### **Section 2. Vice-President**

The duties of the Vice-President shall be as follows:

- a. To assist the President with his duties.
- b. To coordinate and facilitate educational events.
- c. To present certificates of achievement.
- d. If the President is absent from a meeting, the Vice-President shall assume the President's responsibilities for that meeting.

#### **Section 3. Secretary**

The duties of the Secretary shall be as follows:

- a. To take the minutes of Board of Directors meetings and membership meetings.
- b. To maintain a file of all minutes.

c. To publish minutes to the club.

d. If both the President and Vice-President are absent from a meeting, the Secretary shall assume the President's responsibilities for that meeting.

#### **Section 4. Treasurer**

The duties of the Treasurer shall be as follows:

a. To administer the Club's finances.

b. To collect and document monies owed to the Club.

c. To manage the club's Check book and arrange to have the President, Vice President and him/herself (Treasurer) to have check signing authority.

c. To reimburse expenses incurred by members on behalf of the Club as approved by the board of directors.

d. To submit a report to the Board of Directors on a quarterly basis, or when requested by the President.

e. To maintain the inventory and disbursement of club gear, e.g. t-shirts and brewing equipment.

#### **Section 5. Member(s) At Large and Appointed members**

The unelected and optional position of Member at Large is designated for Member(s) approved by the Board of Directors who wish to actively participate and comment on the governance of the club. They shall have no official authority or duties except those prescribed to them by the Board of Directors.

## **ARTICLE FOUR**

### **Quorums**

#### **Section 1.**

A voting quorum at a membership meeting shall be no less than ten percent (10%) of the paid membership as reported by the Treasurer at the last Board of Directors meeting previous to the membership meeting where a vote(s) is (are) to be taken.

A quorum at a Board of Directors meeting shall consist of one half of the Board of Directors plus one.

## **ARTICLE FIVE**

### **Election of Officers**

#### **Section 1. Eligibility**

Any person who has been a Paid Member for a minimum of six months and is in good standing with this Club may run for an elected office.

For the purposes of the first election of the Club, this requirement is waived. Shall a situation arise where no qualifying candidates step forward an exception may be made by the current Board of Directors.

#### **Section 2. Nominations**

Nominations will open at the August membership meeting and will close at the September membership meeting before balloting commences. The method of collecting nominees' names shall be done at the discretion of the President or whoever is chairman at those meetings.

#### **Section 3. Balloting**

A secret ballot election shall be held at the September membership meeting. The President shall determine how the secret balloting will take place. Only verified paid members may participate in voting.

For the purposes of the first election of the Club, this requirement is waived.

#### **Section 4. Tally**

The President may form a committee of three members not running for office to tally the ballots. After tabulating the results, the committee shall submit a report to the President as soon as possible, but no later than the next Board of Directors meeting. If any or all of the committee wish to present the report at the Board meeting instead, they may do so.

The new officer(s) for each office shall be that person(s) with a plurality of the votes for that office.

## **ARTICLE SIX**

### **Installation of Officers**

#### **Section 1. New Officers**

At the September membership meeting, officers-elect will begin a one month internship. Installation of the new officers shall occur at the October meeting.

#### **Section 2. Officers Filling Vacancies**

Any officer filling a vacancy shall be installed at the meeting at which the membership voted its approval.

#### **Section 3. Membership Grant for Elected Officers**

All officers, determined by the Board of Directors to have completed a full active term in office, will be granted a year's membership for the following year.

## **ARTICLE SEVEN**

### **Meetings**

#### **Section 1. Membership Meetings**

Membership meetings shall be held on the first Thursday of each month at 7:00 p.m. at Atlantic Brew Supply and/or Raleigh Brewing Company, unless otherwise specified by the Board of Directors. The exceptions being the months there is a Festival or other special event.

All members are encouraged to attend these events and meetings.

## **Section 2. Board of Directors**

Board of Directors meetings shall be at a time and place called by the President. All officers are required to attend and submit a report pertinent to their office. Also, any member may attend these meetings.

## **ARTICLE EIGHT**

### **Amendments**

#### **Section 1. Resolutions**

From time to time it may be necessary to modify this Constitution and By-Laws. The procedure shall be as follows:

- a. Any individual, or committee, or the Board of Directors may write a resolution to modify this Constitution and By-Laws. It shall include the reason for the change, the article, the section, the paragraph, etc., where the change will occur, and what the change will be.
- b. If an individual member has drafted a resolution, he/she may present it to the Board of Directors for presentation to the membership or bring it to a membership meeting for presentation to the membership. The purpose of presenting it to the membership is to inform them about it.
- c. After presentation the membership shall vote on whether or not to accept the resolution for consideration.
- d. The resolution shall be posted to social media by the Secretary after the initial membership approval.
- e. At the next membership meeting, the resolution will be voted on by the paid membership. A 2/3 majority of the paid members present at the meeting is required for the resolution to be adopted.



# **BY-LAWS OF THE Raleigh Home Brewers Association**

## **ARTICLE ONE**

### **Membership**

#### **Section 1. Membership**

Membership lasts for one Club Year - January through December. All renewal memberships are due and payable by January first each year.

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

Dues shall be determined by the Board of Directors and approved by the membership. Paid Members shall enjoy any and all benefits that come along with membership in this Club.

Dues for First Time Members are \$25. Membership renewal for returning members shall be \$20.

The Board of Directors, at its discretion, may include a t-shirt as a bonus for joining the club for First Time Members only.

The Board of Directors may waive membership dues for any Member as approved by majority vote for any reason they deem necessary.

#### **Section 3. First-time Members**

First time members may be charged a higher due rate for their first year's membership. The extra fee shall be determined by the Board of Directors.

#### **Section 4. Returning Members**

After one year membership, dues will be required to continue as a Member. All renewals will be due and payable by January first each year.

Returning members who do not renew shall be placed on an inactive list. If a member has not renewed for a period of two years he/she will be considered a new member for the purposes of any subsequent renewal.

If a returning member has not renewed for a period of five years, his/her name shall be dropped from the inactive list.

## **Section 5. Couples Membership**

A Member's spouse or significant other shall be considered a non-voting member for the purposes of all Club activities and/or elections UNLESS both parties are paid members.

A significant other is defined as anyone with whom a Member shares what a reasonable person would classify as an intimate relationship.

## **Section 6. Honorary Membership**

The Board of Directors may elect to designate any person an Honorary Member of the Club for a time period determined by the Board at the time of dispensing such Honorary Membership. Honorary Membership entitles such person to any and all benefits that come along with membership in this Club, and any other benefits as determined by the Board of Directors at the time of election of that title.

## **Section 7. Founding Members**

The Founding Members are defined as any members on the Board of Directors at the time of the adoption of the original Articles of Incorporation and the President of the Club prior to incorporation. The purpose of the Founding Members is to aid the current Board of Directors in maintaining the scope and spirit of the original intentions at the founding of this Club. The Founding Members at the founding of the Club include Ryan Doss, Jamie Mauldin, Mason McNair, Matt Nanney, Dakota Starr, and Andrew Wargo.

## **Section 8. Membership Agreement**

The Board of Directors shall codify a membership agreement that is required for all members. The agreement shall outline acceptable behavior and risks assumed by members.

## **ARTICLE THREE**

### **Section 1. Effective Date**

This Constitution and By-Laws shall be considered in effect when approved by at least two thirds of the membership present at the membership meeting where this document is put to a vote.