



# **PRIMETIME BREWERS**

## **BYLAWS**

### **(PROPOSED)**

#### ARTICLE I - PURPOSE

##### Section 1: Purpose

To enjoy and promote the hobby of homebrewing.

##### Section 2: Goals

- A. To share knowledge and experience and to learn about the history, science and art of brewing.
- B. To develop members' ability to critically taste, evaluate and brew quality beer according to established standards for recognized styles.
- C. To participate in judged homebrew competitions sponsored by the American Homebrew Association or other **organizations**.
- D. To support and actively promote the responsible consumption of beer and other alcoholic beverages.
- E. To engage in social activities in the context of members' common interest in homebrewing.

##### **Section 3: Name of Club**

**This club shall be known as "PrimeTime Brewers." From time to time the club may referred to as "PTB", and its members as "Primetimers".**

#### ARTICLE II - MEMBERSHIP

##### Section 1: Eligibility

All persons interested in the hobby of homebrewing and of legal age in the State of Michigan to consume alcoholic beverages are eligible for membership.

##### Section 2: Acceptance

All eligible persons who submit the application form prescribed by the club and who tender payment of annual dues, shall be accepted into membership.

### Section 3: Rights and Liabilities of Members

- A. Each type of member shall have equal rights and privileges with the other members of that type. Only general members in good standing shall be entitled to vote on club business.
- B. Members of the club shall not be liable for any debts or obligations of the club.
- C. Members shall not be entitled to compensation for services rendered to the club, except as may be specifically authorized by the membership.
- D. A member may be reimbursed by the club for reasonable expenses actually incurred in the course of club business, as approved by the club treasurer.

### Section 4: Guests

Members may bring guests to club meetings and functions. Club officers may exercise discretion in limiting guest privileges of recurring guests who do not manifest any serious intent to become members.

### Section 5: Non-Discrimination

Membership shall not be denied to any individual by reason of gender, race, color, creed, national origin, or disability.

### Section 6: Conduct of Members

Members shall conduct themselves as mature, responsible adults at all club meetings and functions, in recognition of the club's purpose and goals, as set forth in Article I. Club officers shall be authorized to take such action as may be appropriate to regulate the conduct of any member or guest which is inconsistent with such purpose and goals or is otherwise harmful to the social harmony of the club.

### Section 7: Indemnification

Each member, in consideration of the benefits of membership, agrees to the following:

- A. The member understands that the consumption of beer, as an alcoholic beverage, may affect his or her perception, reactions, mood and behavior.
- B. The member is solely responsible for his or her conduct and actions, and the consequences thereof, after consumption of alcohol.
- C. The member shall indemnify and hold harmless the club and any other member from any liability or loss arising from, or out of the participation of the member, or the member's guest, in any club activity, including, but not limited to, the consumption of food and alcoholic beverages.

## Section 8: Types of Membership

- A. General. All members are general members, except as provided in paragraphs B and C, below.
- B. Complimentary. The officers of the club may offer complimentary memberships to members of other homebrew clubs which afford reciprocal privileges to members of this club. Complimentary members shall not be required to pay dues, shall have no voting rights and are not eligible to become officers.
- C. Organizational. Officers may award memberships to businesses and other sponsoring organizations in exchange for goods, services or other benefits provided to the club or generally available to its general membership. Organizational members shall not be required to pay dues, shall have no voting rights and are not eligible to become officers.

## Section 9: Evidence of Membership

- A. Each member shall annually be issued a membership card upon payment of annual dues. This card is to roughly the size of a regular credit card so as to facilitate ease of possession and transport. The card shall, at minimum state the name and logo of the Club, year of valid membership, club contact information, and member acknowledgment of club rules and bylaws.

## ARTICLE III - VOTING

### Section 1: Eligibility

All general members in good standing are eligible to vote on all matters submitted to the membership, pursuant to section 2, below.

### Section 2: Matters Subject to Vote

All items of club business shall be put to a vote of the general membership, unless authority over such matters is expressly given to officers, or their delegates, by any of the provisions of these Bylaws, or by prior vote of the members. Club business is defined as any decision that effects the club bylaws or membership as a whole, requires the use of club funds beyond regular expenses, or pertains to the scope, direction, and identity of the club.

### Section 3: Quorum

The presence of one-quarter of the club members in good standing, including at least two officers, shall constitute a quorum for the conduct of business at any club meeting.

### Section 4: Elections

Elections shall take place in January at the annual meeting, as provided in Article VIII.

#### Section 5: Nominations

Nominations shall be made by the OMIT: (nominating committee and) may be made by any member. Nominations must be made at the Annual Meeting prior to voting, in person, by mail or email to the acting president, or by proxy. Members may nominate any general member, including themselves.

#### Section 6: Voting Method

Election of officers shall be conducted by written ballot which may be cast in person or by proxy. Voting on all other matters shall be done by voice vote, which, if challenged, shall be recast by roll call vote.

### ARTICLE IV - OFFICERS

#### Section 1: Officers

The officers of the club are: President, Vice-President, Secretary, Treasurer and President Emeritus.

#### Section 2: Duties

A. President. The President shall be responsible for the general direction and management of the club and shall represent the club in any business with third parties. In addition, the President shall have the following specific club duties:

- i. Secure the location of the monthly club meeting.
- ii. Plan all club meetings, including preparation of a written agenda for the conduct of business and meeting content.
- iii. Development of guest speakers, presentations, and other educational programs and activities at each meeting.
- iv. Preside at all club meetings in such manner as to efficiently conduct the business and purposes of the club, ruling on questions of parliamentary procedure, as necessary.
- v. Prepare a "From the President" column for each issue of the club newsletter.
- vi. Sit as an ex-officio member of the Steering Committee.
- vii. Appoint, with consent of a majority officers, members to facilitate special programs and duties as deemed necessary and appropriate.

B. Vice-President. The Vice-President shall assume the duties of the President in his absence, and perform any duties reasonably delegated by the president. In addition, the Vice-President shall be responsible for:

- i. Preparing the “Brew of the Month” article for each issue of the club newsletter concerning the history, style requirements and sample recipes of that month’s designated brew.
  - ii. The club judging and scoring of member homebrews submitted for evaluation as a designated beer of the month.
  - iii. Conducting the sampling, evaluation and judging results portion of the meeting.
- C. Secretary. The Secretary shall be responsible for the official records and correspondence of the club, including, but not limited to the following duties:
- i. Record the minutes of the meeting and maintain same in legible form for inspection by the membership.
  - ii. Prepare all correspondence directed to third parties on behalf of the club.
  - iii. Edit and publish the club newsletter.
  - iv. Maintain club mailing and membership lists, keeping current records of all members in good standing.
  - v. Maintain member records of club competition points earned, recognition received and awards presented.
  - vi. Maintain records of Officer elections, and eligibility.
  - vii. Maintain current rosters of committee membership and terms.
- D. Treasurer. The Treasurer shall be generally responsible for all financial matters of the club and the following duties in particular:
- i. Collect club dues and maintain accurate records of the payment thereof.
  - ii. Deposit all dues and other income into the club’s depository account and pay all approved expenses from that account.
  - iii. Maintain the financial books of account of the club in good form for inspection by the membership.
  - iv. Present a report of the financial condition of the club at each meeting.
  - v. OMIT: Development of guest speakers, presentations and other educational programs and activities.
- E. President Emeritus.
- i. The member that last served as President before the current President automatically serves as President Emeritus.
  - ii. Assists the officers in the performance of their duties as required, and promotes continuity of club policy and procedure by advising incumbent officers regarding action taken by their predecessors.
  - iii. Act as a tiebreaker vote if the acting officers are split on a

- decision.
- iv. The office of President Emeritus is not subject to membership election. The office is filled by virtue of succession.

### Section 3: Removal

Any officer of the club may be removed by the vote of a majority of the members. Any such vote may only be taken a) upon motion duly made by another club officer, and b) at a meeting where the entire membership was given reasonable notice.

### Section 4: Officer Resignation

Upon the resignation of an officer, the remaining officers shall select, by majority vote, a successor to fill the unexpired term of the officer who resigned.

### Section 5: Terms of Office

Each officer shall be expected to serve in terms of 2 years. Officers are eligible for re-election at the end of their term. Terms shall be staggered so that only elected offices are vacated at any time. President and Secretary shall be elected at one Annual Meeting, and Vice President and Treasurer shall be elected at the next Annual Meeting. For initial enactment of this provision, all officers are eligible for re-election in 2017, with only Vice President and Treasurer being eligible for re-election in 2018.

## ARTICLE V - COMMITTEES

### Section 1: Standing Committees

A. Steering Committee. The steering committee shall be a standing committee charged with long-range planning and development of special projects. The committee shall consist of 5 general members including the President and 4 other members who shall be appointed by the President to serve two year terms. Terms shall be staggered so that 2 committee members shall be appointed each year. The steering committee shall report to the officers and exercise such authority as may be delegated to it by them. General members considered for committee membership may include other officers.

### Section 2: Ad Hoc Committees

The President may appoint, on an ad hoc basis, such temporary committees as may be appropriate to the successful operation of the club.

## ARTICLE VI - NON-PROFIT ORGANIZATION

The club is dedicated to advancing the hobby of homebrewing and is a not-for-profit entity. It is recognized that such purposes does not by itself confer upon the club tax-exempt status, which may only be granted by applicable authorities upon application for such status.

## ARTICLE VII - CLUB YEAR

The club year, for purposes of membership dues and term of officers, shall be the calendar year, that is, from January 1st to December 31st.

## ARTICLE VIII - DUES

### Section 1: Amount

The amount of dues shall be determined at each annual meeting by vote of the membership and shall be effective for the year in which adopted. New members admitted in the first half of the year shall be assessed the full amount of dues. New members admitted in the last half of the year shall be pro-rated.

### Section 2: Payment

Dues shall be payable in full on or before the 31st of March each year and if not so paid, shall cause a member to be removed from the rolls as a member in good standing.

## ARTICLE IX - MEETINGS

### Section 1: Annual Meeting

The annual meeting for the election of officers, determination of dues and such other business as may be brought before the membership, shall be on the 3rd **Wednesday** of January of each year at 7:00 PM.

### Section 2: Regular Meetings

The regular meetings of the club shall be held monthly, **(omit: except for the months of July and August,)** on the 3rd **Wednesday** of each month at 7:00 PM. **Regular Meeting times may be changed as needed if agreed upon by majority vote of those general members present at a previous meeting where the need to change the meeting time is presented and**

discussed.

### Section 3: Special Meetings

Special meetings may be called upon the written request of two or more club officers or upon request of any member, if so moved and approved at a regular club meeting.

### Section 4: Notice of Meeting

No notice shall be given of any regularly scheduled meeting, except that the location of such meeting, together with date and time, shall be included in the preceding month's issue of the newsletter. The December issue of the newsletter shall also contain specific notice of the annual meeting to elect officers, set dues, and other annual business, as appropriate.

Notice of any special meeting shall be in writing and shall state, with particularity, the reason for the special meeting and the business proposed to be transacted. Such notice shall be delivered, by first-class U.S. mail, or electronic mail, to all members in good standing.

### Section 5: Order of Business

The order of business shall be as follows:

- Call to order.
- OMIT: Approval of the minutes of the last meeting
- Officers reports: President, Secretary, and Treasurer
- Old Business
- New Business
- OMIT: Brew of the month presentation
- Sampling and judging results
- Presentation of monthly speaker or topic, if applicable.
- Adjournment to social

### Section 6: Parliamentary Procedure

The conduct of the business portion of the meeting shall be governed, when reasonable, by Roberts' "Rules of Order" and all procedural questions or disputes shall be resolved in accordance therewith.

## ARTICLE X – AUTHORITY AND WAIVER OF LIABILITY

These Bylaws, when properly ratified, adopted, and applied hereby govern all acts and events of PrimeTime Brewers and its members. By payment of dues and acceptance of a membership card, any member hereby agrees to be bound by these bylaws as they apply to their membership and activity in the club. Any action of a member that is contrary to these bylaws or scope of club membership are expressly disavowed by the club and the club has no liability towards that member's actions. No member is ever requested, required, or

otherwise expected to take any action or behavior that is illegal in the State of Michigan or in any locality such acts occur. All members are indemnified against any such illegal actions of the club. Any debt or obligation of the club is strictly a debt of the club and cannot be conferred on its members. All members are indemnified against any debt or liabilities of the club.

ARTICLE XI – ADOPTION AND AMENDMENT

Section 1: Adoption

These Bylaws shall be adopted by, and shall become effective with, a vote cast in favor thereof, by a majority of the members present and voting at the annual meeting in which presented.

Section 2: Amendment

Any member may petition for a change in the Bylaws. Such petition shall be directed, in writing, to the President and included in the agenda for discussion at the next regularly scheduled meeting. After discussion, the proposed amendment shall be published in the newsletter and voted upon at the next annual meeting occurring after publication. A quorum of the members in good standing in favor shall be required for amendment of the Bylaws.

CERTIFICATE OF ADOPTION

I hereby certify that the foregoing Bylaws of the Prime Time Brewers, Grand Rapids, Michigan were adopted by vote of the membership

on the \_\_\_\_\_ day of \_\_\_\_\_, 2017.

President: \_\_\_\_\_ Secretary: \_\_\_\_\_  
Print name: \_\_\_\_\_ Print name: \_\_\_\_\_

CHANGES AND AMENDMENTS:

Date: \_\_\_\_\_

Change: \_\_\_\_\_

Certification: \_\_\_\_\_  
President Secretary