



## **PRIMETIME BREWERS**

### **BYLAWS**

#### 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 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. All Officers are volunteer positions and serve only if they are willing. Each officer, by accepting nomination and subsequent installation, give consent to act as Officer, and agree to execute the duties required by these Bylaws. Each Officer is allowed reasonable discretion to execute these duties in any manner or fashion they deem necessary and reasonable. No officer is held to any higher level liability for club actions by virtue of their office than any general member. Each officer is expected to execute their office to the best of their abilities, and to uphold these bylaws.

#### 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 member records of club competition points earned, recognition received and awards presented.
  - v. Maintain records of Officer Elections and eligibility.
  - vi. 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. Maintain club mailing and membership lists, keeping current records of all members in good standing.
- 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 tie-breaker 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 for any reason 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

- A. 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.
- B. Any acting Officer may vacate their current office if accepting a nomination for a different office. This creates a new open office to be filled by the proper procedure.

### Section 5: Terms of Office

- A. Officer terms are 2 years.
- B. An Officer shall serve from the first day of February after elected in an annual meeting, to the last day of January after an annual meeting where the Officer is succeeded by a new Officer. If an Officer's term is ended by either recall or resignation, the term ends immediately. Likewise, if an Officer's term begins as the result of recall or resignation of their predecessor, the term begins immediately and continues for as long as is remaining in the preceding Officer's term.
- C. Officers are eligible for re-election at the end of their term. Terms shall be staggered so that only 2 elected offices are vacated at any one time. President and Secretary shall be elected at one Annual Meeting, and Vice President and Treasurer shall be elected at the next Annual Meeting.
- D. 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

**Steering Committee.** The steering committee shall be a standing committee charged with long-range planning and development of special projects. The purpose of the steering committee is to develop and implement special projects assigned by the Officers, and suggest new ideas and projects for approval by the Officers. The committee shall consist of 5 willing 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 the officers. 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 and necessary 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 XI - 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, 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.
- Officers reports: President, Secretary, and Treasurer
- Old Business
- New Business
- Sampling and judging results
- Adjournment to social hour

### Section 6: Parliamentary Procedure

The conduct of the business portion of the meeting shall be governed, when reasonable, by “ Robert’s Rules of Order” and all procedural questions or disputes shall be resolved in accordance therewith.

#### ARTICLE X – DISSOLUTION

The Club may be dissolved by a majority vote of the members should any of these things transpire.

- Total and complete frustration and abandonment of the purpose and goals as listed under sections 1 and 2 of these Bylaws.
- There are no currently active members.
- A unanimous vote of all current members to dissolve the club.

Should the Club be dissolved, all funds held in any club accounts shall be dispersed evenly amongst all active members after any club debts are paid. Any Club property shall be sold auction style to members or other interested parties. Any funds realized from the sale of club property shall be dispersed evenly among all active club members.

The effect of dissolution is to totally disband the Club, release any claims to the name Primetime Brewers, and absolve all current and past members from any responsibility, obligation, or other binding duty under these Bylaws.

#### 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 actions of a member that are 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 or its members. Any debt or obligation of the club is strictly a debt of the club and cannot be conferred on its members.

#### 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 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