



BYLAWS OF THE MASTER BREWERS ASSOCIATION OF THE AMERICAS

Amended and approved by the Executive Committee on October 11, 2022 and the Board of Governors on October 18, 2022

1 **ARTICLE I –Name**

2 As set out in the corporation’s Articles of Incorporation, the name of the Association shall be the
3 MASTER BREWERS ASSOCIATION OF THE AMERICAS (hereinafter referred to as the
4 "Association").

5 **ARTICLE II – Purpose**

6 As set out in the corporation’s Articles of Incorporation, the purpose of the Association is to be a
7 professional, scientific organization dedicated to advance, support, and encourage scientific
8 research into brewing malt beverages and related industries and to make that research available
9 to the public through conventions, discussion groups, journals, publications and seminars.

10 **ARTICLE III - Membership**

11 **SECTION 1. CATEGORIES OF MEMBERSHIP**

12 There shall be four (4) categories of membership: Professional, Retiree, Honorary Life, and
13 Student. A membership period shall be 12 consecutive months. The designation of each class
14 and the qualifications of the members of each class shall be determined by the Board of
15 Governors' and are defined as follows:

16 **(A.) Professional Membership.** Any person working in or interested in the field of brewing,
17 malting or associated industries is eligible for membership. Membership is activated upon
18 receipt of the applicant's dues.

19 **(B) Retiree Membership.** Individuals who have retired from brewing, malting, consulting or
20 associated industries, may apply for Retiree Membership.

21 **(C) Honorary Life Membership.** Honorary life membership may be bestowed by the Association
22 upon individuals who have distinguished themselves in the advancement of the Association, the
23 art of brewing, or the interest thereof, upon recommendation of the Board of Governors, by
24 majority vote of the Board.

25 **(D) Student Membership.** Any person presently enrolled, as a full-time student in an accredited
26 college or university is eligible for student membership, provided their application is endorsed
27 by a faculty member. Any Student Member may remain in good standing only so long as they
28 continue their course of study, provides evidence of same annually, and remains current in
29 their membership dues.

30 **SECTION 2. DISTRICTS**

31 **(A) Applicants.** Any ten (10) or more individuals who are Professional members of the
32 Association and entitled to vote may organize a local District of the Association and may apply
33 for a District Charter from the Association.

34 **(B) Compliance with Association Bylaws.** To be Chartered, proposed Districts must first agree in
35 writing to comply with the Association's articles of incorporation, bylaws and amendments
36 thereto, and all policies, rules, and regulations adopted by the Association for Chartered
37 Districts.

38 **(C) Application.** Application for a District Charter shall be submitted to the Association
39 Headquarters as prescribed by the Board of Governors. If approved by the Executive Committee,
40 the application shall be submitted to the Board of Governors.

41 **(D) District Designation.** Chartered Districts which are approved in accordance with Section 2
42 (D) shall receive a District Charter designation and shall be conducted under the name: "MASTER
43 BREWERS ASSOCIATION OF THE AMERICAS, DISTRICT OF" (insert specific District designation).

44 **(E) Dissolution of an Existing Chartered District.** A Chartered District shall be subject to
45 dissolution upon vote in favor of such result of the Board of Governors once no appropriate
46 activity is observed on the part of the District [e.g., lack of an annual meeting, non-attendance
47 from the district representative at Board of Governors Meeting] for a period of 2 years or
48 greater.

49 **(F) Separate Entities.** References herein to the nature of the relationship between the
50 Association and the Chartered Districts as being interdependent describe their mutual
51 responsibilities in conjunction with a unified goal and purpose, and do not imply or describe the
52 creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil
53 law.

54 **SECTION 3. CODE OF PROFESSIONAL CONDUCT**

55 The Master Brewers Association of the Americas is a professional organization with a Code of
56 Professional Conduct which encompasses the values important to the profession and expresses
57 the professions responsibilities. Membership in the Association assumes an obligation of self-
58 discipline with compliance to these professional standards. The Association's code of
59 professional conduct is intended to guide members in the performance of their professional
60 responsibilities. Principles include:

- 61
- 62 • Members perform all professional responsibilities with the highest sense of integrity and
63 maintain objective and freedom from conflicts of interest.
 - 64 • Members strive to continually improve their competence and the quality of services and
65 discharge all professional responsibilities to the best of their ability.

65 **SECTION 4. RIGHTS OF MEMBERS**

66 **(A) Professional Members.** Professional members in good standing are entitled to all rights and
67 privileges granted by the bylaws. These rights include, but are not limited to, the right to vote
68 and the right to hold elective office.

69 **(B) Retiree Members.** Retiree members in good standing are entitled to all rights and privileges
70 of a Professional member except for receiving journal publications.

71 **(C) Honorary Life Members.** Honorary Life members in good standing are entitled to all rights
72 and privileges of a Professional member. In addition, Honorary Life Members shall not be
73 required to pay dues, registration fees, or assessment to the Association.

74 **(D) Student Members.** Student Members in good standing are nonvoting members and shall,
75 otherwise be entitled to all rights and privileges granted by the Constitution and these bylaws
76 except they may not hold office in the Association.

77 **ARTICLE IV - DUES, FEES, AND ASSESSMENTS**

78 **(A) Amounts Payable.** The amount of dues; fees and assessments payable by each member of
79 the Association shall be determined by a quorum vote of the Board of Governors unless the
80 change is not greater than the previous U.S. Consumer Price Index (CPI), which shall be reviewed
81 annually and not changed more than once each year.

82 **(B) Failure to Pay Dues.** Each member who is in arrears will be automatically removed and will
83 cease receiving any benefits of membership. A person may re-establish membership by
84 following all standard application guidelines.

85 **ARTICLE V - BOARD OF GOVERNORS**

86 **SECTION 1. COMPOSITION OF BOARD AND EXECUTIVE COMMITTEE**

87 The Association's Board of Directors, called a "Board of Governors," shall be composed of the
88 Executive Committee of the Association and one (1) Governor from each Chartered District. The
89 number of Governors shall never be less than three (3). The Executive Committee shall be
90 composed of the officers of the Association. The officers of the Association and the respective
91 duties and responsibilities encompassed by each office are set forth in Article VI.

92 **SECTION 2. BOARD OF GOVERNORS REPRESENTATIVES**

93 Each Chartered District shall elect from the membership of their District a Governor (called a
94 "Board of Governors Representative") term of up to three (3) years and may serve up to a
95 maximum of six consecutive years. Each Governor must be a member of the Association in good
96 standing. Student members are not eligible to be a Board of Governors Representative. The
97 Governor elected must be available for attendance at all Association Board meetings, but if a
98 Board of Governors Representative is not available for any one meeting, they shall select a
99 designated representative to attend the Association Board meeting, provided that such person
100 shall not be considered a member of the Board of Governors, shall not be counted in a quorum,
101 and shall not have a vote on any matter coming before the Board of Governors. When a Board
102 of Governors Representative cannot attend a meeting, it is their responsibility to ensure the
103 District is represented with a designated District member for that meeting. Attendance is taken
104 and if there is a Board of Governors Representative absent from a District, this will be reported
105 to the President and Vice President of the District for appropriate response. If the District's
106 Officers deem a Board of Governors Representative should be removed midterm or the position
107 becomes vacant, an interim Board of Governors Representative will be appointed by the District
108 Officers until an election can take place. The election for the Board of Governors Representative

109 must be held within 12 months from the date of removal or vacancy. Each District shall notify
110 the Association Headquarters of the election of their Board of Governors Representative. A
111 District may change or withdraw its Board of Governors Representative at any time upon giving
112 written notice thereof to the Association Headquarters.

113 **ARTICLE VI - OFFICERS**

114 **SECTION 1. OFFICERS**

115 The Executive Committee of the Association shall consist of the President, First Vice President,
116 Second Vice President, Treasurer, Immediate Past President, and such other officers and
117 assistant officers as may be elected in accordance with the provisions of this Article. The Board
118 of Governors may elect or appoint such other officers as it shall deem necessary, who shall have
119 the authority to perform such duties as may be prescribed from time to time by the Board.

120 **SECTION 2. ABSENCE OR VACANCIES**

121 In the absence or incapacity of the President, the First Vice President shall perform the duties
122 and exercise the powers of the President. In the event of the death, resignation or incapacity of
123 the President, the First Vice President shall perform the duties and exercise the powers of the
124 President until the next election and qualification of officers. In the event of a vacancy in the
125 office of the First Vice President, caused by the death, resignation or incapacity of the First Vice
126 President, the Second Vice President shall fill such vacancy. In the event of a vacancy in any
127 other office because of death, resignation, removal, disqualification or otherwise, the vacancy
128 shall be filled by a Professional member designated by the President, with the consent of the
129 Board of Governors, at an annual or regular meeting or at a special meeting called for such
130 purpose. Each officer elected to fill a vacancy shall be a Professional member and shall hold
131 office for the unexpired term of their predecessor in office.

132 **SECTION 3. REMOVAL**

133 Any officer elected or appointed may be removed by two-thirds (2/3) of the votes held by all
134 Governors then serving whenever in the Board's judgment the best interests of the Association
135 would be served thereby, but such removal shall be without prejudice to the contract rights, if
136 any, of the officer who is removed. Election to an office shall not of itself create contract rights.

137 **SECTION 4. RESIGNATION**

138 Any officer may resign at any time by giving written notice to the Board of Governors, the
139 President, or the First Vice President of the Association. Any such resignation shall take effect at
140 the time specified therein and, unless otherwise specified therein, the acceptance of such
141 resignation shall not be necessary to make it effective.

142 **SECTION 5. PRESIDENT**

143 The President shall preside at all meetings of the Association, of the Board of Governors, and of
144 the Executive Committee. The President shall arrange the respective programs of all meetings of
145 the Association, of the Board, and of the Executive Committee, and shall direct the execution of
146 all Resolutions of these bodies. The President shall appoint all committees except where
147 otherwise provided in the bylaws.

148 **SECTION 6. FIRST VICE PRESIDENT AND SECOND VICE PRESIDENT**

149 In the absence of the President or in the event of their inability or refusal to act, the First Vice
150 President shall perform the duties of the President, and when so acting, shall have all the
151 powers of and be subject to all the restrictions upon the President. In the absence of both the
152 President and the First Vice President, or in the event of their inability or refusal to act, the
153 Second Vice President shall perform the duties of the President, and when so acting, shall have
154 all the powers of and be subject to all the restrictions upon the President.

155 **SECTION 7. TREASURER AND TREASURER-ELECT**

156 The Treasurer shall be responsible to ensure the safe recordkeeping and stewardship of all
157 funds and assets of the Association. The Treasurer shall be responsible to establish and oversee
158 appropriate modes of collection of all fees and monies due the Association, the payment of all
159 bills and the recording of all receipts and expenditures necessary to the Association's
160 operations and effect the reporting of all such financial activity in accordance with generally
161 accepted accounting practices. Some or all of these responsibilities may be shared with the
162 Association's Executive Officer. The Treasurer, in collaboration with the Association's
163 headquarters staff, shall be responsible for the presentation to the Board of Governors for their
164 approval of the annual budget covering the operation of the Association and its activities. They
165 shall also be responsible for the preparation of the annual financial statement for presentation
166 to the members of the Association.

167 The Treasurer-elect shall attend all Executive Committee and Board of Governors meetings as
168 non-voting for a one-year period prior to becoming Treasurer and a member of the Executive
169 Committee and Board of Governors.

170 **ARTICLE VII - MANAGEMENT**

171 **SECTION 1. MANAGEMENT OF THE ASSOCIATION**

172 As required by State law, the Association shall be managed by the Board of Directors. As set out
173 in Article VI, preceding the Association's Board of Directors is called the "Board of Governors."

174 **SECTION 2. BOARD OF GOVERNORS MEETING**

175 **(A) Meetings.** The Board of Governors shall hold three (3) regular meetings in each year at a
176 time and place designated by the President of the Association. Special meetings may be called at
177 any time by the President on their own motion, or upon the written request addressed to the
178 President and the Association Headquarters by numbering at least twenty-five percent (25%) of
179 all Board of Governors then seated.

180 **(B) Notice.** Notice of each Board of Governors meeting shall be given in writing by the
181 Association Headquarters to each Governor not less than ten (10) days before the meeting.

182 **SECTION 3. VOTING RIGHTS**

183 Each person on the Board of Governors shall have one (1) vote.

184 **SECTION 4. QUORUM**

185 At each meeting of the Board of Governors, the presence of Board of Governors representing
186 two-thirds (2/3) of all Board of Governors then seated shall constitute a quorum. Once a
187 quorum is established, the Board may continue to meet and act even if the number of Board of
188 Governors remaining would not be sufficient to constitute a quorum.

189 **SECTION 5. MANNER OF ACTING**

190 A majority vote of all Governors at a meeting who are qualified to vote shall constitute the
191 action of the Board of Governors, unless the act of a greater percentage is required by State law,
192 the Articles of Incorporation or by these bylaws.

193 **SECTION 6. EXECUTIVE COMMITTEE AUTHORITY AND MEETINGS**

194 The Executive Committee of the Association may exercise the authority of the Board of
195 Governors in the management of the affairs of the Association during the intervals between
196 meetings of the Board of Governors, subject at all times to the bylaws of the Association, and
197 the prior resolutions, regulations and directives issued, adopted or promulgated by the Board. A
198 majority of the members of the Executive Committee shall constitute a quorum for the
199 transaction of business. The Executive Committee shall meet whenever convened by the
200 President on their own motion, or upon the written request of any two (2) members of the
201 committee.

202 **SECTION 7. OFFICERS, IF PAID, TO BE EMPLOYEES; APPOINTING OF ADDITIONAL OFFICERS**

203 The Board of Governors shall fix the salaries, if any, of the officers. The Board of Governors shall
204 appoint officers to fulfill additional functions required by the Association as it deems necessary,
205 and shall prescribe the salary, if any, and duties of each. Any appointment made hereunder may
206 be terminated by the Board of Governors at any time.

207 **SECTION 8. BUDGET**

208 A proposed budget of the Association for the upcoming year shall be prepared by the Finance
209 Committee and approved by the Executive Committee, and then submitted to the Board of
210 Governors for their review and approval.

211 **SECTION 9. FISCAL YEAR**

212 The fiscal year of the Association shall extend from January 1st to December 31st inclusive. An
213 independent opinion on the Association's financial statements and books and records thereto
214 shall be procured on each year from a certified public accountant.

215 **SECTION 10. NOTICE**

216 (A) Delivery of Notice. Any notices required to be delivered pursuant to these bylaws shall be
217 deemed to be delivered when transferred or presented in person or via current operating mode
218 of communication.

219 (B) Waiver of Notice. Whenever any notice whatsoever is required to be given under the
220 provisions of the General Not For Profit Corporation Act of the State of Minnesota or under the
221 provisions of the articles of incorporation or the bylaws of the Association, a waiver thereof in

222 writing signed by the person or persons entitled to such notice, whether before or after the time
223 stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any
224 meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the
225 holding of the meeting because proper notice was not given.

226 **SECTION 11. RESERVES**

227 The Association shall maintain financial reserves for the purpose of maintaining a viable
228 organization and the annual amount maintained will be proposed to the Board of Governors as
229 part of the annual budget process. A risk analysis and Executive Committee recommendation
230 will accompany the report for Board of Governors consideration.

231 **ARTICLE VIII - COMMITTEES**

232 **SECTION 1. APPOINTMENT**

233 All committees and Chairs shall be appointed by the President, except as otherwise provided in
234 the bylaws. Each Committee Chair may hold office for a period of up to three (3) years and shall,
235 upon taking office, appoint, in conjunction with the President, a Co-Chair who also shall serve up
236 to three (3) years. The President may appoint special committees for such period as they deem
237 necessary for the proper conduct of the affairs of the Association. Members of each committee
238 shall be members of the Association, and the President of the Association shall appoint the
239 members thereof. Any member may be removed by the person or persons authorized to
240 appoint such member whenever in their judgment the best interests of the Association shall be
241 served by such removal.

242 **SECTION 2. STANDING COMMITTEES**

243 **(A) Executive Committee.** The Executive Committee of the Association consists of the
244 President, First Vice President, Second Vice President, Immediate Past President, and
245 Treasurer. The powers and duties of the Executive Committee are defined in Article VII,
246 Section 5, of these bylaws.

247 **(B) Finance Committee.** The Finance Committee shall be composed of at least three (3)
248 members of the Association to include the following: Treasurer, First Vice President,
249 Second Vice President and a member(s) appointed by the Board of Governors for a
250 three-year period. The Treasurer will chair the committee.

251 **(C) Bylaws Committee.** The Bylaws committee shall be responsible for conducting
252 reviews of the bylaws and Manual of Operations and present recommendations to the
253 Executive Committee. The committee shall consist of a chair, First Vice President, and
254 two committee members serving a staggered three (3) year term.

255 **(D) Nominating Committee.** The Nominating Committee shall consist of at least five (5)
256 members of the Board of Governors and/or Committee Chairs - including the Immediate
257 Past President as Chair for a one-year appointment. Member appointments are
258 staggered for four-year terms, so that one person comes on and one person rotates off
259 each year. The Nominating Committee shall determine, investigate, and present a slate
260 of officers to the Board of Governors at the second annual meeting of the Board of
261 Governors. The slate shall include a nomination for President, First and Second Vice

262 Presidents, and Treasurer-elect, when applicable. Each office on the nominated slate
263 shall be represented by a separate individual. In addition, the committee will review
264 award nominations and recommend awardees for the Award of Honor, Award of Merit,
265 Distinguished Life Service, and Honorary Life Membership.

266 **(E) Other Standing Committees.** Other standing committees may be designated by a
267 resolution adopted by a majority of the votes held by Board of Governors
268 Representatives present at a Board of Governors meeting at which a quorum is present.
269 A complete list of committees, duties, and responsibilities shall be maintained in the
270 Manual of Operations.

271 **SECTION 3. TERM OF OFFICE**

272 Unless otherwise governed by these bylaws, each member of a committee shall continue as
273 such until the next meeting of the Board of Governors and until a successor is appointed, unless
274 the committee shall be sooner terminated, or unless such member is removed from such
275 committee, or unless such member shall cease to qualify as a member thereof. It is the purview
276 of the President and Executive Committee to remove an inactive committee member in order to
277 ensure the Association business is conducted as required.

278 **SECTION 4. VACANCIES**

279 Vacancies in the membership of any committee may be filled by appointments made in the
280 same manner as provided in the case of the original appointments.

281 **SECTION 5. QUORUM**

282 Unless otherwise provided in the resolution of the Board of Governors or by the President
283 designating a committee, a majority of any committee or special section shall constitute a
284 quorum for committee action at any meeting of the committee, and the act of a majority of
285 committee members present and voting at a meeting at which a quorum is present shall be the
286 act of the committee.

287 **ARTICLE IX - MEETINGS OF THE ASSOCIATION'S VOTING MEMBERS AND MEETINGS OF** 288 **MEMBERS AT THE CHARTERED DISTRICT LEVEL**

289 **SECTION 1. CONFERENCE OF THE ASSOCIATION; ANNUAL MEETINGS BY CHARTERED DISTRICTS**

290 As set out in Article VII, Section 2, preceding, the Board of Governors shall hold three (3) regular
291 meetings in each year, at such time and place as may be determined by the Board. One of the
292 three regular meetings of the Board of Governors shall occur just prior to the Master Brewers
293 Conference. The Association Headquarters staff shall submit conference site bids to the
294 Executive Committee proposing alternative sites for the Board meetings and any corresponding
295 Conferences. The Executive Committee shall review staff's bid(s), and present recommendations
296 to the Board at the first annual meeting of the Board. Chartered Districts of the Association shall
297 hold their annual meetings as early as is practical following the second regular Board of
298 Governors meeting of the Association.

299 **SECTION 2. SPECIAL MEETINGS OF THE ASSOCIATION**

300 Special meetings of the Association's voting members may be called at any time by the
301 President upon their own motion, or the written request of Board of Governors holding at least
302 two-thirds (2/3) of the total votes held by the Board of Governors, or upon a call of at least 50
303 members with voting rights or ten percent of the members with voting rights, whichever is less.

304 **SECTION 3. NOTICE OF MEETINGS**

305 Notice of each Conference's annual meeting of the voting members and of any special meetings
306 of the voting membership shall be given in writing by the Association Headquarters to each
307 District, members of the District, and to each member not affiliated with a District not less than
308 thirty (30) days before such meeting.

309 **SECTION 4. PARLIAMENTARY PROCEDURE**

310 All questions of parliamentary procedure shall be determined in accordance with "ROBERTS
311 RULES OF ORDER, REVISED," except as may be adjusted or amended by the Board of Governors
312 in the course of a meeting, and except as otherwise provided by the bylaws. Whenever there is
313 a dispute as to the terms of Robert's Rules of Order, the presiding official of the meeting shall
314 make a determination and their adjudication shall be effective immediately.

315 **ARTICLE X - BOOKS AND RECORDS**

316 The Association shall keep correct and complete books and records of account and shall also
317 keep minutes of the proceedings of its members, Board of Governors, and committees having
318 any of the authority of the Board, and shall cause to be kept at the registered or principal office
319 a list of the names and addresses of the members entitled to vote. All books and records of the
320 Association may be inspected by any member for any proper purpose at any reasonable time.

321 **ARTICLE XI -INDEMNIFICATION OF GOVERNORS, OFFICERS, EMPLOYEES AND AGENTS**

322 **SECTION 1. RIGHT TO INDEMNIFICATION**

323 Every director, officer, committee member, or employee of the Association shall be
324 indemnified by the Association against all expenses and liabilities, including counsel fees,
325 reasonably incurred or imposed upon them in connection with any proceeding to which they
326 may be made a party or in which they may become involved, by reason of their being or
327 having been an officer, committee member, or employee of the Association, or any settlement
328 thereof, whether or not they are a director, officer, committee member, or employee at the
329 time such expenses are incurred, if, with respect to the acts or omissions of the person
330 complained of in the proceeding, the person:

331 (1) has not been indemnified by another organization for the same liability with respect to the
332 same act or omissions; (2) acted in good faith; (3) received no improper personal benefit and
333 statutory provisions regarding conflict of interest were followed; and (4) reasonably believed
334 that the conduct was in the best interest of the Association.

335 **ARTICLE XII - AMENDMENTS**

336 These bylaws may be amended by a vote of no less than two-thirds (2/3) of all Board of
337 Governors present at any meeting of the Board of Governors, and/or special meeting
338 designated by the President, in either case requiring a quorum to have achieved prior to the

339 vote. Thirty (30) days written notice shall be given each Board of Governors member before a
340 vote shall be taken on any proposed amendment.

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342 **ARTICLE XIII – MANUAL OF OPERATIONS**

343

344 **SECTION 1. AUTHORITY**

345 The Executive Committee shall make or amend the Manual of Operations, not in conflict with
346 the bylaws, as may be necessary for the proper governance of the Society. Such Manual of
347 Operations shall become operative when adopted by two-thirds (2/3) majority of the officers.

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349 **SECTION 2. Amendment Procedures**

350 Proposals for amendment of the Manual of Operations may be initiated by:

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a. a member of the Executive Committee, or

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b. a motion brought forth from a Committee, or

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c. a motion brought forth from a member of the Board of Governors.

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355 Proposals for amendment of the Manual of Operations shall be submitted in writing not less
356 than four weeks in advance of the Executive Committee meeting to each of the members of the
357 Executive Committee and to the Executive Vice President.