

BYLAWS

OF

DISTRICT WESTERN NEW YORK

MASTER BREWERS ASSOCIATION OF THE AMERICAS

As set out in the District's Articles of Incorporation, the corporation (hereafter, "District" or the "corporation") has been organized for and shall operate to conduct exclusively charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as a District of the Master Brewers Association of the Americas, Inc. (hereafter, "MBAA"), engaging in efforts within the geographic region the District's name delineates to:

advance, support, promote, and encourage scientific research into brewing malt beverages and related industries and to make the results of that research available to the public through conventions, discussion groups, journals, publications and seminars.

ARTICLE II MEMBERSHIP

Section 1. Affiliated MBAA Members. The District Officers shall treat as members of this District those individuals or organizations who have membership in MBAA and who have designated membership with this District, so long as those members are in good standing with MBAA and have not been determined to be in violation of the MBAA Code of Professional Conduct.

Section 2. Annual Member Meeting. The District shall hold an “annual” or “anniversary” meeting of the corporation’s members on such date and at such time and place as may be designated by the District Officers in the notice of meeting. At each annual meeting, the members shall transact such business as may be appropriate for action by members. The District Officers may determine that one or more meetings of the members shall be held solely by means of remote communication. Such authorization may be general or confined to specific instances.

35 Section 3. Special Member Meetings. Special meetings of the members, for any purpose or
36 purposes appropriate for action by members, may be called by District President, by 2 (two) or
37 more members of the District Officers, or by 10% or more members of the Corporation. A
38 person or persons entitled to call a special meeting of the members may make a written request
39 to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the
40 manner provided below, and the meeting shall be held within thirty (30) days but not less than
41 fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to
42 give notice of the meeting within three (3) days from the day on which the request was received
43 by the Secretary, the person or persons who requested the special meeting may fix the time and
44 place of meeting, and give notice thereof. The District Officers may determine that one or more

45 meetings of the Members shall be held solely by means of remote communication. Such
46 authorization may be general or confined to specific instances.
47

48 Section 4. Notice of Member Meetings. Except where a meeting of all members is an adjourned
49 meeting and the date, time, and place of such meeting were announced at the time of adjournment,
50 notice of all meetings of members stating the date, time, and place thereof, and any other
51 information required by law or desired by the District Officers or by such other person or persons
52 calling the meeting, and in the case of special meetings, the purpose thereof, shall be given to each
53 member of record entitled to vote at such meeting not less than fourteen (14) nor more than sixty
54 (60) days prior to the date of such meeting. Notice of a meeting to be held solely by means of
55 remote communication shall include a statement identifying the means by which members may
56 participate in such meeting.
57

58 Said notice shall include proposed agenda items, but the failure to include an agenda item
59 in the notice shall not prevent action from being taken with respect to such item.
60

61 Notice shall be delivered personally, sent by electronic mail to an electronic mail address
62 at which the member has consented to receive notice, posted on an electronic network on which
63 the member has consented to receive notice together with a separate notice to the Member of the
64 specific posting, mailed, first class postage prepaid, or by such other means as the Secretary deems
65 fair and reasonable under the circumstances. Notice is effective when given.
66

67 Any member may waive notice of any meeting of members. Waiver of notice shall be
68 effective whether given before, at, or after the meeting and whether given orally, in writing, or by
69 attendance. Attendance by a member at a meeting is a waiver of notice of that meeting, except
70 where they objects at the beginning of the meeting to the transaction of business because the
71 meeting is not lawfully called or convened and does not participate thereafter in the meeting, or
72 objects before a vote on an item of business because the item may not lawfully be considered at
73 that meeting and does not participate in the consideration of that item at the meeting.
74

75 Section 5. Members' Voting Rights and Privileges. All members in good standing, except
76 Student Members, are entitled to vote as described in this Section and to hold office at the
77 District level. All members shall be entitled to receive information about the organization's
78 purposes and activities as determined by the District Officers from time to time. The sole and
79 exclusive voting rights of Members shall be (1) to oversee and direct the election from and by
80 this District's members of a Board of Governors Representative and the District Officers
81 positions in accord with the Bylaws of Master Brewers Association of the Americas, Inc.
82 (specifically, MBAA's Bylaws at Article V, Section 2), and (2) to remove persons from such
83 positions as described in Article III, Section 3 of these Bylaws. Members shall also have such
84 additional rights and privileges as may be conferred upon them from time to time by the District
85 Officers. Other than the specific rights enumerated in this Section, members shall have no other
86 voting rights with respect to any matters related to the District under applicable state law.
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Section 6. Quorum. Ten (10) percent of the members entitled to vote at a meeting of the members shall constitute a quorum at a meeting of members for the purpose of taking any action. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of a number of members leaves less than the number otherwise required for a quorum.

Section 7. Voting. The members shall take action by the affirmative vote of a majority of members present and entitled to vote on the action except where a different vote is required by law, the Articles, or these Bylaws.

Section 8. Action by Written Ballot. An action that may be taken at a regular or special meeting of members may also be taken without a meeting if the District mails or delivers to every member a written ballot for each delegate entitled to vote on the matter describing the proposed actions and providing an opportunity to vote for or against each proposed action. Solicitations under this Section shall indicate the number of responses necessary to meet quorum requirements, the percentage of approvals necessary to approve each action and the time by which the ballot must be received by the District to be counted. Approval under this section is valid only if the number of ballots received equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting of which the total number of votes cast was the same as the number of votes cast by ballot. Written ballots may be delivered personally, sent by electronic mail, posted on an electronic network together with a separate notice to the member of the specific posting, or mailed, first class postage prepaid.

Section 9. Remote Communications for Member Meetings. Any member may participate in a meeting of the members, or an entire meeting of the members may be held, by means of remote communication, including but not limited to conference telephone, electronic communication, video conference, the internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis, through which each member and other members so participating and any members physically present at the meeting may participate with each other during the meeting. Participation in a meeting in this manner constitutes presence at the meeting. When a meeting is conducted under this Section, reasonable measures shall be implemented to ensure each person deemed present and entitled to vote at the meeting (a) is an individual entitled to vote at meetings of the members, and (b) has a reasonable opportunity to participate in and vote on matters at the meeting.

ARTICLE III

BOARD OF DIRECTORS (also known as DISTRICT OFFICERS)

Section 1. District Officers. The Officers of the District shall be referred to as the District Officers, and shall constitute the board of directors of the District under state law. Such group shall consist of no fewer than 3 persons nor greater than 7, and subject to such limitation, the number of members of the District Officers shall be that designated from time to time by the District Officers.

137 Section 2. Terms. Except as otherwise provided herein, each District Officer shall be elected to
138 serve for a term of up to 2 years as determined by the District's Manual of Operations. Presidents
139 may serve up to two consecutive terms. Treasurers may serve up to a maximum of three
140 consecutive terms. Board of Governors Representatives shall be elected for up to a three-year
141 term and may serve up to a maximum of six consecutive years. Officers are eligible for re-
142 election to a consecutive term, subject to the foregoing term limits, but such election shall be
143 subject to a vote of the members and shall not be automatic. If Districts appoint additional
144 officers, such person may serve a maximum of two consecutive terms. A District Officer shall
145 hold office for the term for which they were elected and until the end of the meeting at which
146 their successor has been elected and until such successor has qualified, or until the District
147 Officer's prior death, resignation or removal.

148
149 Section 3. Removal and vacancies. Any District Officer may at any time be removed with or
150 without cause by the affirmative vote of a majority of the District Officers, excluding the District
151 Officer proposed for removal, or by the MBAA pursuant to the MBAA Code of Professional
152 Conduct. Any vacancy occurring because of the death, resignation, or removal of a District Officer
153 or because of an increase in the number of members of the District Officers will be filled on an
154 interim basis by an appointment made by the District Officers until an election can be scheduled.
155 The election must be held within 12 months from the date of the vacancy.

156

ARTICLE IV 157 MEETINGS OF THE DISTRICT OFFICERS

158

159 Section 1. District Officer Meetings. Regular meetings of the District Officers may be held at
160 such time and place as shall from time to time be determined by resolution of the Board. After
161 the time and place of such regular meetings have been so determined, no notice of such regular
162 meetings need be given. Meetings may be held elsewhere, or at alternative times, if the notice of
163 the meeting clearly provides so. Notice of any change in the place or time of holding any regular
164 meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be
165 given personally, by mail (postage prepaid), telephone, or mode of electronic communication
166 consented to by the District Officer (for example, e-mail or fax) not less than two days before the
167 meeting, excluding the day of the meeting, to all officers who were absent at the time such action
168 to schedule the meeting was taken.

169
170 Other meetings of the District Officers may be held at such time and place as are announced at a
171 previous meeting of the District Officers. Meetings of the District Officers may also be called at
172 any time (a) by the President or (b) upon the written request of two or more District Officers.
173 Anyone entitled to call a meeting of the District Officers may make a written request to the
174 President to call the meeting, and the President shall give notice of the meeting, setting forth the
175 time, place and purpose thereof, to be held between five and 15 days after receiving the request
176 [notice shall be given personally, by mail (postage prepaid), telephone, or mode of electronic
177 communication consented to by the District Officers (for example, e-mail or fax)]. If the
178 President fails to give notice of the meeting within seven days from the day on which the request
179 was made, the person or persons who requested the meeting may fix the time and place of the
180 meeting and give notice in the manner hereinafter provided.

183 Section 2. Notice. Notice of each meeting of the District Officers for which written notice is
184 required shall be given personally, or by mail (postage prepaid), telephone, or mode of electronic
185 communication consented to by the District Officer (for example, e-mail or fax)], and except as
186 otherwise noted herein, shall state the time, place and purpose thereof. Unless otherwise stated
187 herein, required notice shall be given no less than five [again this is Statutory default] nor more
188 than thirty days before the meeting, excluding the day of the meeting, to each director at his or
189 her address according to the last available records of the District. Any District Officer may waive
190 notice of a meeting of the District Officers before, at or after the meeting, orally, in writing or by
191 attendance. Attendance by a District Officer at a meeting is a waiver of notice of that meeting,
192 unless the District Officer objects at the beginning of the meeting to the transaction of business
193 because the meeting is not lawfully called or convened and does not participate in the meeting.
194

195 Section 3. Participation by Electronic Means of Communications. A District Officer or
196 committee member may participate in a meeting by any means of communication through which
197 such person, other persons so participating, and all persons physically present at the meeting may
198 simultaneously hear each other during the meeting. Participating in a meeting by that means
199 constitutes presence in person at the meeting. A conference District Officers or committee
200 members by any means of communication through which such persons may simultaneously hear
201 each other during the conference is a meeting of the District Officers or committee, as the case
202 may be, if the same notice is given of the conference as would be required for a meeting, and if
203 the number of persons participating in the conference would be sufficient to constitute a quorum
204 at a meeting. Participation in a meeting by that means constitutes presence in person at the
205 meeting.
206

207 Section 4. Quorum and Voting. The presence of a majority of the members of the District
208 Officers then-serving, shall constitute a quorum at any meeting thereof, but the District Officers
209 present at any meeting, although less than a quorum, may adjourn the meeting from time to time.
210 At all meetings of the District Officers, each member shall be entitled to cast one vote on any
211 question coming before the meeting. A majority vote of the District Officers present at any
212 meeting, if there be a quorum, shall be sufficient to transact any business unless a greater number
213 of votes is required by law or these Bylaws. A District Officer shall not appoint a proxy for
214 themselves or vote by proxy at a meeting of the District Officers. A District Officer who is present
215 at a meeting of the District Officers when an action is taken is presumed to have assented to the
216 action unless the District Officer votes against the action or is prohibited from voting on the
217 action.
218

219 Section 5. Remote Action and Written Actions (action without meeting). All meetings of the
220 District Officers may be held by one or more means of remote communication as permitted by
221 the Minnesota Nonprofit Corporation Act. Any action that could be taken at a meeting of the
222 District Officers may be taken by written action signed, or consented to by authenticated
223 electronic communication, by the District Officers, as follows: written action must be signed or
224 consented to by all of the District Officers entitled to vote on the action. For such action to be
225 effective, upon signature of the last required District Officers, immediate notice of the action and
226 effective date shall be made to all District Officers.
227

228 Section 6. Conflicts of Interest. The District shall not enter into any contract or transaction with
229 one or more of its District Officers, an organization in or of which a District officer is a director,
230 officer or legal representative or has a material financial interest, or a family member of the
231 District Officer(s), without complying with the provisions of Article VII. In no case shall the
232 corporation permit an “excess benefit transaction” as defined in Section 4958 of the Code. If a
233 contract or transaction would have been permitted under the preceding sentence, failure of the
234 corporation to comply with Article VII shall not invalidate any contract or transaction to which
235 the District is a party, although the contract may be voidable under the Minnesota Nonprofit
236 Corporation Act.

237

238 **ARTICLE V** 239 **OFFICERS**

240

241 Section 1. Officers. The officers of the District shall consist of, at minimum, a President, a
242 Treasurer, and a Board of Governors Representative, and may include a Secretary and such other
243 persons as may be determined by the District Officers each of which shall be held by a different
244 person, except as provided below. Officers shall be those individuals holding title as an
245 “Officer” and elected with that title to serve as a member of the District Officers. Committee
246 chairs are not considered Officers unless specifically identified in the District’s Manual of
247 Operations. Any vacancy occurring in office shall be filled by the District Officers in accord with
248 Article III, Section 4 of these Bylaws and as otherwise provided below.

249

250 Section 2. President. The President shall have general active management of the business of the corporation
251 see that orders and resolutions of the District Officers are carried into effect; may
252 execute on behalf of the corporation all contracts, deeds, conveyances or other instruments in
253 writing which may be required or authorized by the District Officers for the proper and necessary
254 transaction of the business of the District; maintain records of and, when necessary, certify
255 proceedings of the District Officers; and perform other duties as may be described in a separate
256 description of job responsibilities or otherwise assigned to them from time to time by the District
257 Officers.

258

259 Section 3. Treasurer. The Treasurer shall ensure that accurate financial records for the
260 corporation are kept, and is responsible for overseeing maintenance of accurate financial records
261 for the District and safeguarding the assets of the District. They shall present a report of the
262 District's financial transactions and status to the District Officers no less than annually, and shall
263 from time to time make such other reports to the President and the District Officers as those
264 parties shall direct or require. The Treasurer shall perform such other duties as may be described
265 in a separate description of job responsibilities or otherwise assigned to them from time to time
266 by the District Officers.

267

268 Section 4. Secretary. The Secretary shall attend all meetings of the District Officers and members
269 and be responsible for ensuring that all actions and the minutes of all proceedings of the District
270 Officers and members are recorded in a book to be kept for that purpose, and shall be responsible
271 for all documents and records of the District, except those connected with the office of the
272 Treasurer. The Secretary shall give or cause to be given any required notice of meetings of the
273 District Officers and members, and shall send to all District Officers and members after each

274 meeting copies of all said actions and minutes of said proceedings, and shall perform such other
275 duties as may be described in a separate description of job responsibilities or otherwise assigned
276 to them from time to time by the District Officers. If the District does not have a Secretary in
277 place, the District President is responsible for fulfilling or delegating the duties of the Secretary
278 described in these Bylaws to be sure they are accomplished.

279
280 Section 5. Board of Governors Representative. The Board of Governors Representative should
281 have a strong working knowledge of the overall MBAA and the local District to help enable such
282 person to fulfill the duties of this role. The Board of Governors Representative shall attend all
283 Board of Governors meetings. Attendance, or delegated attendance, is critical to the function of
284 the Board of Governors and the MBAA. Pursuant to the MBAA Bylaws, attendance is taken at
285 MBAA Board of Governors meetings and if there is a Board of Governor absent from a District,
286 this will be reported to the President and Vice President of the District so that either an alternate
287 representative can attend the meetings, or the Board of Governors Representative is removed.
288 When a Board of Governor removal or vacancy occurs midterm, a new Board of Governor
289 Representative will be appointed by the District Officers until an election can be scheduled. The
290 election needs to be held for the Board of Governor Rep within 12 months from the vacancy.
291 The Board of Governor Representative participates in the MBAA election process as outlined in
292 the Manual of Operations. The Board of Governors coordinates the gathering of the District's
293 technical priorities along with staff. Additionally, they confirm and approve the MBAA's
294 technical strategic priorities based on the information gathered across all Districts. The Board of
295 Governors Representative shall perform such other duties as may be described in a separate
296 description of job responsibilities or otherwise assigned to them from time to time by the MBAA
297 or the District Officers.

298
299 **ARTICLE VI**
300 **COMMITTEES**
301

302 Section 1. Authority. The District Officers may act by and through such committees as may be
303 specified in resolutions adopted by a majority of the members of the District Officers. Each such
304 committee shall have such duties and responsibilities as are granted to it from time to time by the
305 District Officers and shall at all times be subject to the control and direction of the District
306 Officers. Committee members need not be District Officers.

307
308 **ARTICLE VII**
309 **CODE OF CONDUCT**
310

311 The MBAA is an organization committed to providing an environment that is free of
312 discrimination of all types and from abusive, offensive, or harassing behavior. Districts are
313 required to follow and enforce the MBAA Code of Conduct and Expected Behavior Policy. At
314 times when alcoholic beverages are offered at meetings, promotion of responsible alcohol
315 consumption is expected along with the offering of nonalcoholic beverages.

316
317 **ARTICLE VIII**
318 **AMENDMENTS TO ORGANIZATIONAL DOCUMENTS**
319

320 Although the District Officers may propose amendment to the Articles of Incorporation or these
321 Bylaws, no amendment to either document shall be effective until same is approved by MBAA,
322 and MBAA shall set the effective date for all amendments.

323

324 **ARTICLE IV**
325 **CONFLICT OF INTEREST**

326

327 Section 1. Director (District Officers) conflicts of interest. The District shall not enter into any
328 contract or transaction with (a) one or more of its District Officers or a member of the immediate
329 family of its District Officers, (b) a director or officer of a related organization, or a member of
330 the immediate family of a director or officer of a related organization (within the meaning of
331 *Minnesota Statutes*, section 317A.011, subd. 18), or (c) an organization in or of which the
332 corporation's District Officer, or member of the immediate family of its District Officer, is a
333 director, officer, legal representative or has a material financial interest; unless the material facts
334 as to the contract or transaction and as to the interest of the District Officer(s) are fully disclosed
335 or known to the District Officers, and the District Officers authorizes, approves, or ratifies the
336 contract or transaction in good faith by the affirmative vote of a majority of the District Officers
337 (not counting any vote that the interested District Officer might otherwise have, and not
338 counting the District Officer in determining the presence of a quorum.) Failure to comply with
339 this Section shall not automatically invalidate any contract or transaction to which the District is
340 a party.

341

342 Section 2. Conflicts of interest: definitions. For purposes of the prior section, “immediate
343 family” encompasses the following individuals: spouses, domestic-partners-in-fact, parents,
344 children, children’s spouses or children’s domestic-partners-in-fact, siblings, or spouses or
345 domestic-partners-in-fact of siblings. “Domestic-partner-in-fact” is used with respect to those
346 designated as the intended life partner of an individual or otherwise identified as being related to
347 that individual through intended long term ties of love, affection, responsibility, and commitment
348 common to those undertaken in marriages recognized by the State, regardless of whether such
349 relationship is defined by or otherwise recognized by any governmental authority. Per the
350 Minnesota Nonprofit Corporation Act, a “material financial interest” encompasses, but is not
351 limited to, an individual’s relationship to an organization with respect to which rights of the
352 individual exist, whether or not yet vested, for payment of dividends, profit-sharing,
353 compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the
354 organization, but for purposes of the prior section “material financial interest” does not include
355 fixing the compensation of the director or fixing the compensation of another director as a
356 director, officer, employee, or agent of the corporation, even though the first director is also
357 receiving compensation from the corporation.

358

359 Section 3. Conflict of interest policy. The need for a conflict of interest policy that staff
360 members, District Officers shall adhere to is established by the immediately two preceding
361 Sections of this Article. Such policy shall be established and annually reviewed by the District
362 Officers.

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364

365

366 Adopted by the District Officers on 2/8/2023
367 (Enter date)

368
369 That fact is attested to by Scott Grenier, as follows:
370 (Print name)

371
372 The foregoing is an accurate and complete duplication of the adopted Bylaws:

373 
374 President
375 (Signature) (Print Title)