

1 **BYLAWS**
2
3 **OF**
4
5 **DISTRICT WESTERN NEW YORK**
6 **MASTER BREWERS ASSOCIATION OF THE AMERICAS**
7

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9 **ARTICLE I**
10 **PURPOSE**
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12 As set out in the District's Articles of Incorporation, the corporation (hereafter, "District" or the
13 "corporation") has been organized for and shall operate to conduct exclusively charitable and
14 educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of
15 1986 as a District of the Master Brewers Association of the Americas, Inc. (hereafter, "MBAA"),
16 engaging in efforts within the geographic region the District's name delineates to:
17 *advance, support, promote, and encourage scientific research into brewing malt*
18 *beverages and related industries and to make the results of that research available to the*
19 *public through conventions, discussion groups, journals, publications and seminars.*
20

21 **ARTICLE II**
22 **MEMBERSHIP**

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

28 Section 2. Annual Member Meeting. The District shall hold an "annual" or "anniversary"
29 meeting of the corporation's members on such date and at such time and place as may be
30 designated by the District Officers in the notice of meeting. At each annual meeting, the
31 members shall transact such business as may be appropriate for action by members. The District
32 Officers may determine that one or more meetings of the members shall be held solely by means
33 of remote communication. Such authorization may be general or confined to specific instances.
34

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

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

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

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

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

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

Section 5. Members' Voting Rights and Privileges. All members in good standing, except Student Members, are entitled to vote as described in this Section and to hold office at the District level. All members shall be entitled to receive information about the organization's purposes and activities as determined by the District Officers from time to time. The sole and exclusive voting rights of Members shall be (1) to oversee and direct the election from and by this District's members of a Board of Governors Representative and the District Officers positions in accord with the Bylaws of Master Brewers Association of the Americas, Inc. (specifically, MBAA's Bylaws at Article V, Section 2), and (2) to remove persons from such positions as described in Article III, Section 3 of these Bylaws. Members shall also have such additional rights and privileges as may be conferred upon them from time to time by the District Officers. Other than the specific rights enumerated in this Section, members shall have no other voting rights with respect to any matters related to the District under applicable state law.

91 Section 6. Quorum. Ten (10) percent of the members entitled to vote at a meeting of the
92 members shall constitute a quorum at a meeting of members for the purpose of taking any action.
93 If a quorum is present when a duly called or held meeting is convened, the members present may
94 continue to transact business until adjournment, even though the withdrawal of a number of
95 members leaves less than the number otherwise required for a quorum.

96
97 Section 7. Voting. The members shall take action by the affirmative vote of a majority of
98 members present and entitled to vote on the action except where a different vote is required by
99 law, the Articles, or these Bylaws.

100
101 Section 8. Action by Written Ballot. An action that may be taken at a regular or special meeting
102 of members may also be taken without a meeting if the District mails or delivers to every
103 member a written ballot for each delegate entitled to vote on the matter describing the proposed
104 actions and providing an opportunity to vote for or against each proposed action. Solicitations
105 under this Section shall indicate the number of responses necessary to meet quorum
106 requirements, the percentage of approvals necessary to approve each action and the time by
107 which the ballot must be received by the District to be counted. Approval under this section is
108 valid only if the number of ballots received equals or exceeds the quorum required to be present
109 at a meeting authorizing the action and the number of approvals equals or exceeds the number of
110 votes that would be required to approve the action at a meeting of which the total number of
111 votes cast was the same as the number of votes cast by ballot. Written ballots may be delivered
112 personally, sent by electronic mail, posted on an electronic network together with a separate
113 notice to the member of the specific posting, or mailed, first class postage prepaid.

114
115 Section 9. Remote Communications for Member Meetings. Any member may participate in a
116 meeting of the members, or an entire meeting of the members may be held, by means of remote
117 communication, including but not limited to conference telephone, electronic communication,
118 video conference, the internet, or such other means by which persons not physically present in
119 the same location may communicate with each other on a substantially simultaneous basis,
120 through which each member and other members so participating and any members physically
121 present at the meeting may participate with each other during the meeting. Participation in a
122 meeting in this manner constitutes presence at the meeting. When a meeting is conducted under
123 this Section, reasonable measures shall be implemented to ensure each person deemed present
124 and entitled to vote at the meeting (a) is an individual entitled to vote at meetings of the
125 members, and (b) has a reasonable opportunity to participate in and vote on matters at the
126 meeting.

127
128 **ARTICLE III**
129 **BOARD OF DIRECTORS (also known as DISTRICT OFFICERS)**
130

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

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

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

ARTICLE IV MEETINGS OF THE DISTRICT OFFICERS

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

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

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

ARTICLE V OFFICERS

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

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

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

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

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

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

ARTICLE VI COMMITTEES

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

ARTICLE VII CODE OF CONDUCT

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

ARTICLE VIII AMENDMENTS TO ORGANIZATIONAL DOCUMENTS

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

ARTICLE VIV CONFLICT OF INTEREST

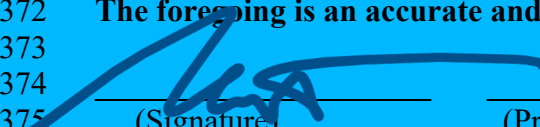
Section 1. Director (District Officers) conflicts of interest. The District shall not enter into any contract or transaction with (a) one or more of its District Officers or a member of the immediate family of its District Officers, (b) a director or officer of a related organization, or a member of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

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

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

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)