



Board of Governor Representative Job Responsibilities

September 2022

The Master Brewers Association of the Americas (“MBAA”) is managed by the Board of Governors as set forth in the MBAA Bylaws. Each District of the MBAA provides a Board of Governors Representative to participate on the Board of Governors. The Board of Governors is, as required by law, the body with ultimate responsibility to direct and oversee the management and affairs of the MBAA and ensure the MBAA is operated appropriately in favor of its mission and in compliance with all obligations as a nonprofit charitable entity under both state law and federal tax law.

Qualifications

As outlined in the MBAA Bylaws, the Board of Governors Representative:

- Must be a current member of MBAA. Student members are not eligible for this position.
- As a representative of MBAA, the Board of Governors Representative must lead by example and abide by the Master Brewers Code of Professional Conduct. Infractions will be investigated according to the investigation process described in the Code of Professional Conduct.
- Must annually sign the whistleblowers and conflict of interest policies.

The Board of Governor Representative should have a strong working knowledge of the overall MBAA and their local District.

Upon nomination by the local district, the Board of Governor Representative is elected by the local district membership and serves a three-year term with a maximum two consecutive terms. Serving multiple terms is not automatic and must be voted on by the district membership for each term.

Responsibilities at the National Level

The Board of Governors Representative shall have the following responsibilities as a member of the MBAA Board of Governors:

- Serve as the official District liaison to the MBAA Executive Committee as well the MBAA Board of Governors. This person attends Board of Governors meetings as a District representative but participates with the greater overall organization goals in mind and owes fiduciary duties to the MBAA under state law.
- Vote on behalf of the local District for overall organization priorities.
- Have a fiduciary responsibility to engage in their duties as a Governor with due care, obedient to all applicable laws, and with loyalty to the MBAA’s best interests.

- Review and approve the proposed budget of the MBAA for the upcoming year as prepared by the Finance Committee, approved by the Executive Committee, and submitted to the Board of Governors for their review and approval.
- The Board of Governors, confirms and approves the MBAA technical strategic priorities based on the information gathered across all districts.
- The Board of Governors helps populate the Nominating Committee by recommending 2 members to serve on the committee.
- The Board of Governors helps populate the Finance Committee by approving the appointment of at least one member to the committee in addition to the Treasurer, 1st Vice President, and 2nd Vice President who automatically serve on this committee.
- The Board of Governors must, upon receipt of an application for a District Charter, consider the same at its next regular meeting.

The Board of Governor 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.

- Typically, there are three Board of Governors meetings each year, with two being virtual online (January and May) and one attached to the annual conference.
- MBAA has a travel policy to support attendance of in-person meetings. Staff will provide the policy when an in-person meeting is being planned.
- Attendance is taken and if there is a Board of Governor absence 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 in a non-voting capacity, or the Board of Governors Representative may be removed. When a Board of Governors Representative removal or vacancy occurs midterm, an interim 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 BOG Rep within 12 months from the vacancy.
- As requested by the MBAA, provide written or verbal updates on any pertinent local District news or significant events.

Responsibilities at the Local Level

- Coordinate, along with MBAA staff, the industry topic gathering process for their District to identify needs, trends from members, the district, and the industry. The representative will coordinate within their District to implement priorities specific to their District as well as MBAA.
- Attend District's meetings to present MBAA agenda items to the membership for informational purposes, feedback, or formalized votes if necessary. Items should include call for volunteers, call for nominations, changes in policy. Items should also be posted in your District's online community.

- Serve as a resource/vehicle to gather local District information/topics of concern to present to the MBAA Executive Committee and the Board of Governors for discussion and resolution as necessary.
- The Board of Governors Representative shall participate in the MBAA election process as outlined in the Manual of Operations.

This description of the District Board of Governors Representative's Job Responsibilities may be revised from time to time by the District Officers or MBAA. To the extent there is any inconsistency as between the MBAA Bylaws or the District Bylaws and this document, the MBAA Bylaws or District Bylaws shall control.