

**BYLAWS**  
**OF**  
**DISTRICT MID-SOUTH**  
**MASTER BREWERS ASSOCIATION OF THE AMERICAS**

**ARTICLE I**  
**PURPOSE**

As set out in the District's Articles of Incorporation, the corporation (hereafter, "District") 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. Membership to be non-voting. Pursuant to the District's Articles of Incorporation, the District does not have voting members.

Section 2. 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 violated standards set by the District Officers (which determination shall be entirely within the jurisdiction of the District Officers).

Section 3. Annual Meeting. As the corporation has no voting members it is not required to have an annual meeting to report to such members, but shall hold an "annual" or "anniversary" meeting of the corporation's District Officers who shall there meet and conduct business as set out in Article IV below.

Section 4. Members' Privileges. Members shall be entitled to receive information about the organization's purposes and activities as determined by the District Officers from time to time. Members shall also have the right to vote on matters expressly submitted or delegated by the District Officers to the members for polling on either a binding or advisory basis, as the District Officers determine. Members shall also have such additional rights and privileges as may be conferred upon them from time to time by the District Officers.

Section 5. Election of Governor to Board of Governors of the Master Brewers Association of the Americas, Inc. Notwithstanding the preceding Sections of this Article, the District Officers shall oversee and direct the election from and by this District's members of a Governor in accord with

the By-laws of Master Brewers Association of the Americas, Inc. (specifically, MBAA's By-laws at Article VI, Section 2).

### **ARTICLE III BOARD OF DIRECTORS (also known as DISTRICT OFFICERS)**

Section 1. Election. The District Officers of the District shall be referred to as the District Officers. Such group shall consist of no fewer than 3 persons nor greater than [\_\_\_\_], 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. Each District Officer shall be elected by the then-seated District Officers at each annual or anniversary meeting after polling of members' recommendations for District Officer election.

Section 2. Terms. Except as otherwise provided herein, each District Officer shall be elected to serve for a term of [choose – minimum one (1)] year(s). A District Officer shall hold office for the term for which he or she was elected and until the end of the meeting at which her or his 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 District Officers. 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 shall be filled by the then-seated District Officers (for the unexpired term of a departed District Officer).

### **ARTICLE IV MEETINGS OF THE DISTRICT OFFICERS**

Section 1. Annual/Anniversary Meeting. The annual meeting of the District Officers for the purpose of electing their members and transacting such other business as may properly come before the meeting shall be held each year at the time and place, within or without the corporation's founding jurisdiction (the State of Minnesota), designated from time to time by the District Officers.

Section 2. Regular meetings. Regular meetings of the District Officer 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 directors who were absent at the time such action to schedule the meeting was taken.

Section 3. Other Meetings. 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, (b) by the District Officers, or (c)

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 [this is Statutory default; you may choose some other time period or require some subset of the Board to so call a meeting] and \_\_\_\_\_ 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.

Section 4. Notice. Notice of each meeting of the District Officers for which written notice is required shall be given personally, or by mail (postage prepaid), telephone, or mode of electronic communication consented to by the District Officer (for example, e-mail or fax)], and except as otherwise noted herein, shall state the time, place and purpose thereof. Unless otherwise stated herein, required notice shall be given no less than five [again this is Statutory default] nor more than thirty days before the meeting, excluding the day of the meeting, to each director at his or her address according to the last available records of the District. Any District Officer may waive notice of a meeting of the District Officers before, at or after the meeting, orally, in writing or by attendance. Attendance by a District Officer at a meeting is a waiver of notice of that meeting, unless the District Officer objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Section 5. Participation by Electronic Means of Communications. A District Officer or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participating in a meeting by that means constitutes presence in person at the meeting. A conference District Officers or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the District Officers or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 6. Quorum and Voting. The presence of a majority of the members of the District Officers then-serving, shall constitute a quorum at any meeting thereof, but the District Officers present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the District Officers, each member shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the District Officers present at any meeting, if there be a quorum, shall be sufficient to transact any business unless a greater number of votes is required by law or these Bylaws. A District Officer shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the District Officers. A District Officer who is present at a meeting of the District Officers when an action is taken is presumed to have assented to the action unless the District Officer votes against the action or is prohibited from voting on the action.

Section 7. Remote Action and Written Actions (action without meeting). All meetings of the District Officers may be held by one or more means of remote communication as permitted by the Minnesota Nonprofit Corporation Act. Any action that could be taken at a meeting of the District Officers may be taken by written action signed, or consented to by authenticated electronic communication, by the District Officers, as follows: written action must be signed or consented to by all of the District Officers entitled to vote on the action. For such action to be effective, upon signature of the last required District Officers, immediate notice of the action and effective date shall be made to all District Officers.

Section 8. 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, and a Treasurer. [it is imperative to note that State law requires a President and Treasurer be in place at all times, to carry out the responsibilities noted in the relevant Sections 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. Any vacancy occurring in office shall be filled by the District Officers in accord with Article III, Section 4 of these By-laws.

Section 2. President. The President shall have general active management of the business of the corporation [these functions MUST at all times be situated under the authority of one or more persons; assuming you situate them in one individual they would have all such ultimate responsibility – note too that someone with any of these responsibilities and delegates some or all of those to others still remain the "responsible" party to see that these duties are properly effected!]; 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 assigned to him or her from time to time by the District Officers .

Section 3. Treasurer. The Treasurer shall keep accurate financial records for the corporation [these functions MUST at all times be situated under the authority of one or more persons; assuming you situate them in one individual they would have all such ultimate responsibility – note too that someone with any of these responsibilities and delegates some or all of those to others still remain the "responsible" party to see that these duties are properly effected!] and is responsible for maintaining accurate financial records for the District and safeguarding the assets of the District. He or she 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 assigned to him or her from time to time by 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 AMENDMENTS TO ORGANIZATIONAL DOCUMENTS

Although the District's 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 VIII 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.

Adopted by the District Officers on 11-3-12  
(Enter date)

That fact is attested to by MARTIN M. VELTS, as follows:  
(Print name)

The foregoing is an accurate and complete duplication of the adopted By-laws:

M Velts  
(Signature)

PRESIDENT, DISTRICT MID-SOUTH  
(Print Title)