

**Manual of Operations  
District St. Paul/Minneapolis  
Master Brewers Association of the Americas**

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**Manual of Operations  
District St. Paul/Minneapolis  
Master Brewers Association of the Americas**

**Article 1**

**Name**

The name of the District shall be the Master Brewers Association of the Americas, District St. Paul/Minneapolis.

**Article 2**

**Purpose**

The purpose of the District is to promote, organize, advance and improve the area and science of brewery and malt house production by:

1. Collecting and disseminating information of value to its members, the profession, the brewing and associated industries and the public
2. Promoting a spirit of cooperation and comradeship among its members
3. Affording opportunity to its members to associate and exchange views, thus encouraging technical and scientific inquiry relating to the brewing and associated industries
4. Promoting the training or competent production and technical personnel

**Article 3**

**Membership**

Section 1: The classes of membership for District St. Paul Minneapolis are as follows:

1. Professional membership – Individuals interested in the technical, operational, educational or research aspects of brewing.
2. Retiree membership – Individuals who have retired from brewing, malting or associated industries, may apply for Retiree Membership
3. District Honorary Life membership – District Honorary Life Membership may be bestowed by the District upon members who have distinguished themselves in the advancement of the District; the art of brewing of the interest thereof, upon recommendation and majority vote of the Executive Committee at any scheduled District meeting.
4. Student membership – Individuals who are currently pursuing technical or scientific training so they may enter the brewing or associated industry.

Section 2: Dues, Fees and Assessments. Members shall pay such dues and assessments and shall exercise and enjoy such rights that membership within the St. Paul Minneapolis District of the Master Brewers Association of the Americas may provide. The District Officers shall treat as members those individuals who have membership in MBAA and who have designated membership with the St. Paul Minneapolis District, so long as those members are in good standing with MBAA.

Section 3: Rights of Members. The MBAA Constitution and Bylaws shall be followed concerning the rights of members in the matter of good standing, resignation, expulsion, voting privileges and retiree privileges. Members shall receive information about the organization's purposes and activities as determined by the District Officers from time to time. Members shall be polled on matters expressly submitted or delegated by the District Officers on wither binding or advisory basis, as the District Officers determine.

#### **Article 4 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 2 persons nor greater than 5, and subject to such limitation, the number of members of the District Officers shall be that designated from time to time by the District. Each District Officer shall be elected through polling of the members of the District.

Section 2. Terms. Except as otherwise provided herein, each District Officer shall be elected to serve for a term of 2 years. 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. Upon the election of a new Secretary each of the officers will advance to the next seat in secession.

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 polling of the members for an individual selected by the District Officers.

Section4. The officers of the District St. Paul/Minneapolis shall be:

1. President
2. Vice President
3. Treasurer
4. Secretary

The duties of each officer are as prescribed below:

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 contract, 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, and certify proceedings of the District Officers. The president shall arrange the agenda of all meetings of the District and the Executive Committee, and shall direct the execution of all resolutions of these bodies. The President shall have final say

on all Committees and appointed Committee Chair, except in cases otherwise provided in the National Constitution and Bylaws. The President shall give a report to the members at the annual meeting. The President shall do and perform other acts as may be required of them, by both the National and District Constitutions and Bylaws.

Vice President. The Vice President shall be chair of the Technical Committee. The Vice President shall be responsible for the technical portion of every meeting and thus the speakers that have been chosen. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Treasurer: The treasurer shall keep accurate records for the corporation and is responsible for maintaining accurate financial records of accounts showing all details of receipts and disbursements for the District and safeguarding the assets of the District. The Treasurer shall collect dues, and assessments when received and deposit such items in such Association bank accounts as are designated by a majority of the Executive Committee, and which as Treasurer he/she is authorized to maintain. The Treasurer shall not keep funds or assets of the Association in his own name, and shall comply with the provision of Article 7, Section 3 and 4 of the District Constitution. The Treasurer shall keep all funds in an approved financial institution in such accounts as are approved from time to time by the majority of the Executive Committee, and that all such accounts shall be in the name of the District Association, subject to withdrawal in such a manner as may from time to time be directed by a majority of the Executive Committee. The Treasurer shall submit a report of account at each regular meeting and shall have his books audited by the Finance Committee annually. The treasurer shall perform such other duties as may be assigned to him or her from time to time by the District Officers.

Secretary. The Secretary shall keep the minutes of all meetings of the Executive Committee and all regular meetings of the District, issue all official communications keep a correct and detailed mailing list of the addresses of all District members and complimentary recipients of notices and attend promptly to all correspondence of the District St. Paul/Minneapolis. The Secretary shall issue all notices of meetings, and perform such duties as the President may direct.

## **Article 5**

### **Management**

Section 1: The management of District St. Paul/Minneapolis shall be vested in the Executive Committee.

Section 2: The Executive Committee of District St. Paul/Minneapolis shall consist of

1. President
2. Vice President
3. Treasurer

4. Secretary
5. Board of Governors representative

Section 3: The duties and powers of the Executive Committee shall be as prescribed in the Bylaws of District St. Paul/Minneapolis.

## **Article 6**

### **Meetings**

Meetings of District St. Paul/Minneapolis shall be in accordance with the provisions of the Bylaws.

Section 1. Regular meetings. Regular meetings dates and times shall be set by the District Officers and approved by the majority of members present at the District annual meeting.

Section 2. Special Meetings. Special meetings of the District may be called at any time by the President upon his or her own motion, or at the direction of the District Officers, or by the petition signed by a majority of members of the District.

Section 3. Annual Meeting. The annual meeting of District St. Paul Minneapolis shall be held when practical following the annual meeting of the Master Brewers Association of the Americas.

Section 4. Robert's Rules of Order. Robert's Rules of Order shall govern any questions of parliamentary procedure.

Section 5. Transaction of Business. The presence of 5 active members constitutes a quorum required for transaction of business in any regularly scheduled meeting.

## **Article 7**

### **Committees**

Section 1. Standing Committees. All standing committees shall be appointed by the new President for the term of office elected and will serve until the appointments of their successors. All committees shall report to and work under the direction of the President who shall be an ex-officio member of all committees. The chair of each committee shall report to membership at each regular meeting.

In addition to the Executive Committee, the standing committees shall be:

1. Technical Committee
2. Golf Committee
3. Membership Committee
4. Scholarship Committee
5. Such additional committees as may be deemed necessary by the President

Section 2. Special Committees. The President may appoint special committees for such periods of time necessary for the proper conduct of the affairs of the District.

### Section 3. Committees.

1. The Executive Committee shall be composed of members as prescribed in Article 5 of the Constitution. This Committee is responsible for management of the affairs of the District. The Executive Committee shall meet whenever convened as per Article 4 of these bylaws. The Executive Committee shall appoint the Representative on the Board of Governors based on a majority vote of the Committee. The Representative on the Board of Governors shall be an Active member as outlined in the National Bylaws.
2. The Technical Committee shall include the Vice-President of the District as Chair and such additional members who are appointed. It shall review new developments and methods relating to the profession and industry. It shall plan the program for all regular technical meetings of the District.
3. Membership Committee
4. Scholarship Committee

Section 4. 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.

## **Article 8**

### **District Assets**

Section 1: The assets of District St. Paul/Minneapolis shall be at all times subject to the direction, management and control of the Executive Committee, subject however to such exceptions, qualifications and limitations as may be provided in the Constitution and Bylaws.

Section 2: Upon final dissolution of the District St. Paul/Minneapolis, the assets shall first be applied to the payment of the debts of the District. The remainder of such assets shall be delivered to the trustees or regents of such university, college or research foundation as may be designated by a majority of the members for the purpose of the advancement and dissemination of scientific knowledge relating to the science of brewing or the improvement of agriculture products used therein, or both, in such manner as such trustees or regents may determine.

Section 3: All of the assets of the District, together with any funds, stocks, bonds, negotiable paper, savings accounts or other property of value, shall be held in the name of the Association.

Section 4: All funds, deposits, bonds and/or other securities of the District St. Paul/Minneapolis shall be held by Scientific Societies.

## **Article 9**

### **Amendments**

Section 1: The Constitution may be revised or amended by a Three-fourths vote of the District St. Paul/Minneapolis Officers. District members will be notified of a pending vote in person at any annual or special meeting of the District.

Section 2: Fifteen day written notice shall be given to each member of the District St. Paul/Minneapolis, stating in said written notice the proposed revision or amendments. Such notice shall be sent to members at their last know addresses, filed with the Association Secretary. District members will be notified of the Officer vote upon such proposed revisions or amendments at such meeting as is called, in accordance with said written notice.

**Article 10**

**Headquarters**

The headquarters of District St. Paul/Minneapolis shall be in either St. Paul - Ramsey County, or Minneapolis-Hennepin County, in the state of Minnesota.

**Article 11**

**Dissolution**

Section 1: While the District membership consists of at least 10 professional members, it shall not be dissolved.

Section 2: The procedure to be taken by the membership and the Executive Committee upon dissolution shall, to the extent applicable, and without regard to any filing requirements, be as prescribed by the Statutory Laws of the State of Minnesota, for the legal dissolution of charitable or non-stock corporations, and the net assets upon such dissolution shall be distributed as stated above in Article 7, Section 2.

Adopted by the District Officers on 11/12/13  
(Enter date)

That fact is attested to by Rebecca Jennings, as follows:  
(Print name)

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

Rebecca Jennings District St. Paul/Minneapolis President  
(Signature) (Print Title)

**BYLAWS  
OF  
DISTRICT ST. PAUL MINNEAPOLIS  
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. Membership categories are defined in the District’s Manual of Operations (MoO).

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 2 persons nor greater than 5, 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 as defined in the District's Manual of Operations (MoO). Each District Officer shall be elected by the then-seated District Officers as defined in the District's Manual of Operations (MoO).

Section 2. Terms. Except as otherwise provided herein, each District Officer shall be elected to serve for a term of 2 years. 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 as defined in the District's Manual of Operations (MoO).

### **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 and 10 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. 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 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. The President shall be the executive head of District St. Paul/Minneapolis and shall preside at all meetings of the District and the Executive Committee and perform other duties as may be assigned to him or her from time to time by the District Officers.

Section 3. Vice President: The Vice President shall be chair of the Technical Committee. The Vice President shall be responsible for the technical portion of every meeting and thus the speakers that have been chosen. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 4. Treasurer. The Treasurer shall keep accurate financial records for the corporation [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.

Section 5. Secretary: The Secretary shall keep the minutes of all meetings of the Executive Committee and all regular meetings of the District, issue all official communications, keep a correct and detailed mailing list of the addresses of all District members and complimentary recipients of notices and attend promptly to all correspondence of the District St. Paul/Minneapolis. The Secretary shall issue all notices of meetings, and perform such duties as the President may direct.

## **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. Committee types are detailed in the District's Manual of Operations.

## **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. Details are noted in the District's Manual of Operations.

## **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** 2/10/14  
(Enter date)

**That fact is attested to by** Rebecca Jennings **as follows:**  
(Print name)

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

Rebecca Jennings President District St. Paul/Minneapolis  
(Signature) (Print Title)