

**BY-LAWS OF THE
MIAMI AREA SOCIETY OF HOMEBREWERS,
A FLORIDA NON-PROFIT ORGANIZATION**

ARTICLE 1 – NAME AND PURPOSE

Section 1.1 – Name:

The name of the organization shall be **MIAMI AREA SOCIETY OF HOMEBREWERS, INC.** (hereinafter referred to as "MASH" or the "Club").

Section 1.2 – Purpose:

1.2.1 MASH is organized exclusively for charitable, scientific and education purposes.

1.2.2 The purpose of this corporation is:

- to promote the hobby and enjoyment of home-brewing;
- to learn more about beer, beer tasting, beer judging and brewing techniques, based on sharing knowledge and experience;
- to encourage good brewing practices;
- to engage in enjoyable social activities focused around home-brewing;
- to assist in all worthy projects for the advancement of zymurgy;
- to boost morale and to encourage new home brewers; and
- to promote the responsible use and consumption of alcohol.

Section 1.3 – Non-profit Status:

MASH considers itself to be a nonprofit corporation as defined by Section 501(c)(3) of the United States Internal Revenue Code.

ARTICLE 2 – MEMBERSHIP

Section 2.1 – Eligibility for membership:

All persons of legal age in the State of Florida to consume alcoholic beverages, that support the purpose statement in Article 1, Section 1.2, are eligible for membership. Membership shall be granted after completion and receipt of membership application and annual dues. Membership shall be granted upon review of the board, and shall be available without discrimination on the basis of race, color, creed, national origin, sex, or other non-discriminatory political affiliation.

Section 2.2 – Annual dues:

The amount required for Annual Dues shall be \$35 per individual or nuclear family; each eligible constituent of a nuclear family shall be considered a Member. Annual Dues shall be paid at or before the first regular meeting in January. New Members joining prior to the first meeting in May shall pay the full \$35 amount; new Members joining between May and August shall pay a reduced \$25 amount; and new Members joining between September and December shall pay the full \$35 amount, which amount shall satisfy said Member's annual dues for the following calendar year. Membership shall renew automatically provided members' dues remain current.

Section 2.3 – Rights and liabilities of members:

2.3.1 Each Member shall have the right to participate in any Club-affiliated activity and shall be eligible to vote in Board Member elections, subject to any other provision under these By-Laws. Members shall also have the right to vote in any other substantial decision put to the Members at a Regular Meeting or lesser decisions put to the Members through the use of the Club's list-serve.

2.3.2 No Member shall be liable for the debts or obligation of the club.

2.3.3 Club Members may be reimbursed for reasonable expenses incurred on behalf of the Club, if approved by the Board.

Section 2.4 – Resignation of membership:

2.4.1 Any Member may resign upon written or verbal communication with the Secretary.

2.4.2 Failure to remain current on Annual Dues shall not be presumed as a resignation, but may be grounds for termination of membership as provided herein.

2.4.3 There shall be no refund for Annual Dues paid should any Member resign.

2.4.4 Resignation shall not relieve any Member of monies owed to MASH.

Section 2.5 – Termination of membership:

2.5.1 Policy Grounds for termination may exist should Members fail to support or should Members act adversely to provisions under these By-Laws.

2.5.2 Membership shall be terminated upon Policy Grounds by three-fourths (3/4) vote of

the Club Members, provided that a motion to terminate a Member is submitted to the President or Secretary prior to any vote so that it may be properly addressed at the following Regular Meeting.

2.5.3 Should any Member remain delinquent of their Annual Dues after notice and one (1) month's opportunity to come into compliance, their membership shall automatically terminate. Reinstatement shall be automatically available upon full payment of Annual Dues (\$35), should that Member's application remain on file.

2.5.4 The prorated balance remaining on Annual Dues shall be returned to any terminated member.

2.5.5 Termination shall not relieve any member of monies owed to MASH.

Section 2.6 – Guests:

Members may bring guests to Club meetings and functions. It is anticipated that these guests would eventually join the Club.

Section 2.7 – Complimentary members:

The Board may offer complimentary membership to individuals of Florida's professional brewing community, including Brewers for brewpubs or production facilities, or for homebrew storeowners. Complimentary members shall not have voting rights and are not eligible to become directors.

ARTICLE 3 – THE BOARD OF DIRECTORS

Section 3.1 – Board's role, composition, duties and compensation:

3.1.1 The Board shall provide leadership and an administrative structure to conduct business. The Board is responsible for overall policy and direction of the Club, and any delegation of responsibility of day-to-day operations to any members and committees.

3.1.2 The Board shall be composed of five (5) directors, of which include: *President, Vice-President, Secretary, Treasurer, and Librarian*. Their duties are as follows:

3.1.2.1 *The President* shall convene all meetings, and shall plan for and preside over each regular meeting, or arrange for another member of the Board to plan for and preside over any regular meeting in the event of his (or her) absence. A President's Message shall be provided prior to Regular Meetings either on the Club's website or the list-serve, and shall serve as a reminder of the Regular Meeting and to briefly summarize

both old and new business to be presented at the Regular Meeting. The President shall sign and make all contracts and agreements with consultation of the Treasurer, and see they are properly carried out.

3.1.2.2 *The Vice-President* shall assist the President. In the absence of the President, all the responsibilities and duties of the President shall be vested and performed by the Vice-President. The Vice-President shall coordinate the efforts of all standing Committees, should they be created.

3.1.2.3 *The Secretary* shall be responsible for keeping record of Club actions, including overseeing the taking of minutes at all meetings. The Secretary shall be custodian of all Club records. The Secretary shall oversee maintenance of the Club website and Club calendar, and provide notice on the same of MASH meetings, events and upcoming competitions. The Secretary shall provide copies of past minutes when requested to do so by any member and may make past minutes available on the Club's website.

3.1.2.4 *The Treasurer* is responsible for the care and custody of all Club funds. The Treasurer shall make a financial report at each Regular Meeting; chair the Finance Committee, should one be established; assist in the preparation of budget; help develop fundraising plans; make financial information available to Board Members when requested, and available to any Government entity when necessary. The Treasurer shall also collect dues and see to it that they are deposited in the Club's Bank Account, and shall keep correct books of account of the Club's business and transactions.

3.1.2.5 *The Librarian* shall hold and maintain the Club's library of brewing books and periodicals, and shall establish a procedure and see to it that such materials are available to the Club and ensure their return. The Librarian shall also maintain the Club's copies of all membership applications as well as an up-to-date list of the Club's current Members.

3.1.3 All Board members shall make their decisions in accordance with the best interest of the Club and the Club's membership.

3.1.4 There shall be no compensation other than reasonable expenses.

Section 3.2 - Board meetings and notice:

Other than Regular Meetings, the Board may meet at an agreed upon time and place, provided each board member receives notice. The Board may communicate and conduct official business via email without notice provided all board members are included in the conversation and respond with consent, or without objection. Notice for Board Meetings may be waived in writing.

Section 3.3 - Board elections and terms:

3.3.1 Members who wish to run for Board positions may nominate themselves at any time within the month prior to the election.

3.3.2 Directors shall be elected or re-elected by the voting members of MASH, and will be elected by a simple majority of members. Voting may take place either in person at the Annual Meeting, and/or may be conducted using online voting tools in advance of the Annual Meeting. The method for members to vote should be made public at least two (2) months prior to the election. If the vote is to be conducted using online tools, sufficient effort should be made to ensure the vote is restricted to voting members of MASH, that it is made secure, and that it is conducted fairly. Results of the election shall be made public at the Annual Meeting.

3.3.3 Each voting Member may cast one vote for each open Board position.

3.3.4 All Board Members shall serve one-year terms, but are eligible for re-election for unlimited terms. However, in the event of a tie, priority will be given to any member who has not been a board member in that particular position for two (2) or more consecutive terms. A re-vote shall be immediately held should a tie not be resolved.

Section 3.4 – Quorum:

A quorum at Board meetings must be attended by at least fifty-one percent (51%) of the board members for business transactions to take place and motions to pass. In the event a quorum is not present, the meeting may continue provided a summary of the issues addressed and positions taken is made available, either verbal or in writing, for the absent board member(s) to review. Any decisions will become final if not objected to by the absent board member(s) within one week after receipt of the summary.

Section 3.5 – Vacancies:

3.5.1 When a vacancy on the board exists mid-term, either by death, resignation, removal or otherwise, but with at least four (4) months remaining in the calendar year, the Secretary shall provide notice to the Club members and shall receive nominations for a replacement up to and until a vote at the next scheduled regular meeting, provided sufficient notice by that time.

3.5.2 Should a vacancy exist otherwise, the remaining board members shall arrange to share in the responsibilities until a new board member may be elected. The President may also appoint a new board member with the approval of the remaining Board who will serve

until a new board member may be elected.

Section 3.6 – Resignation, termination and absences:

3.6.1 Resignation from the Board must be in writing or by email and received by the Secretary.

3.6.2 A Board member may be terminated from the Board due to excessive absences: more than three (3) unexcused absences from Board and Regular meetings in a year. Excused absences shall include any familial or employment obligation.

3.6.3 A Board member may be removed for other reasons by a three-fourths (3/ 4) vote of the Club's membership.

ARTICLE 4 – MEETINGS OF MEMBERS, VOTING

Section 4.1 – Regular Meetings:

Regular Meetings of the Members shall be held monthly, at a time and place designated by the Board. Notice for meetings shall be provided on the Club's website, and the time and place of the regular meeting shall not be changed without proper notice. It shall be presumed that members have notice of the regular meetings unless the place and time is changed.

Section 4.2 – Annual meetings:

4.2.1 An Annual Meeting of the Members shall take place in the month of December, and may take place of December's Regular Meeting. The Board will designate the specific date, time and location of the Annual Meeting with proper notice to Members.

4.2.2 At the Annual Meeting, members shall, at a minimum, elect Directors for the new year, receive reports on the activities of the Club, and determine the direction of the Club for the coming year.

Section 4.3 – Special meetings:

Special Meetings may be called by the President or a simple majority of the Board. A Special Meeting may also be called by a petition signed by at least twenty- five percent (25%) of voting Members. Proper notice of any Special Meeting must be provided.

Section 4.4 – Quorum:

The Members present at any properly noticed meeting shall constitute a quorum, provided at least one Board member is present.

Section 4.5 – Voting:

All issues to be voted on shall be decided by a simple majority of those Members present at the meeting in which the vote takes place. Voting may be by ballot, by a simple hand count, or by any equivalent agreed upon means. Voting for the termination of any Member shall be by ballot and votes shall remain confidential. No vote may be taken on any issue that is within the explicit authority of the President unless the Board first approves said issue.

ARTICLE 5 – MISCELLANEOUS POLICIES, DEFINITIONS, HOLD HARMLESS

Section 5.1 – Notice:

5.1.1 Notice wherever required herein without specific qualifications, shall be given to each member by mail, email, or any other equivalent means of communication, including posts on the Club's website and calendar, not less than two (2) weeks prior to the meeting. Notice must include the time and place of the meeting, and any specific agenda known at the time, if practical. In the event of an emergency, and in the interest of avoiding delays in the monthly Regular Meetings, notice is only that which is reasonable under the circumstances. No Substantial Business may be conducted at a meeting rescheduled due to emergency.

5.1.2 No less than four (4) weeks notice must be provided where the subject of a vote is the election of a Board Member, termination of any Member, or an amendment to these By-Laws (herein referred to as "Substantial Business").

Section 5.2 – Hold harmless:

IT IS RECOGNIZED BY ALL MEMBERS THAT THIS CLUB IS ENTIRELY VOLUNTARY. IT IS FURTHER RECOGNIZED THAT PARTICIPATION IN CLUB ACTIVITIES MAY INVOLVE THE CONSUMPTION OF ALCOHOLIC BEVERAGES AND THAT THIS MAY AFFECT ONE'S PERCEPTION AND REACTIONS. EACH MEMBER ACCEPTS RESPONSIBILITY FOR THEIR OWN CONDUCT, BEHAVIOR AND ACTIONS, AND, ABSENT GROSS NEGLIGENCE, INTENTIONAL OR WANTONLY RECKLESS CONDUCT, ABSOLVES ANY OTHER MEMBER OF

RESPONSIBILITY FOR THEIR CONDUCT, BEHAVIOR AND ACTIONS. PARTICIPATION INCLUDES ANY GUESTS THAT MAY BE PRESENT AT CLUB ACTIVITIES, WHEREVER THEY MAY BE HELD.

Section 5.3 – Calendar Year:

A calendar year shall begin after the Regular Meeting in December and shall last twelve months until the following Regular Meeting in November.

Section 5.4 – No limitations of free association:

These By-Laws shall not in any way act to limit or prevent members from joining other clubs, other organizations, or assemble with their fellow members without having to call a meeting.

Section 5.5 – MASH mailing list:

Unauthorized use of the MASH mailing list, telephone list, email list, and the list-serve shall result in permanent termination of membership and possible legal action. All lists shall not be used for commercial purposes, and may only be used for the purpose and advancement of the MASH club as stated in Article 1, Section 2.

Section 5.6 – MASH Website:

The Club's website is: www.miami-homebrew.org. Maintenance and updates to the website is not the plenary responsibility of any one member, and may be undertaken by anyone willing and able.

ARTICLE 6 – COMMITTEES

Section 6.1 - Committees defined and means of creation:

6.1.1 A committee is two or more members organized with duties delegated by the President. A committee may or may not be headed by a Board Member, unless required herein these By-Laws. A committee may be temporary or permanent in nature as designated by the President, and committee members may be removed for good cause by the President. Should a committee member resign, he or she shall give notice to the President, who shall fill the vacancy as soon as reasonably feasible. Examples of committees include the Membership Committee, Brew-Day Committee, Finance Committee, Food Committee, and Competition Committee.

6.1.2 Recommendations or decisions of any committee may be altered or overridden by a vote of the Board Members before such recommendations or decisions are put into effect.

ARTICLE 7 – FISCAL RESPONSIBILITY

Section 7.1 – Bills, notes, etc.:

7.1.1 All bills payable, notes, checks, or other negotiable instruments of the Club will be agreed upon by the President with consultation of the Treasurer. In the President's vacancy, responsibility shall be in this order: Vice President, Secretary and last, the Librarian. The President shall have full responsibility in this area in the event that the Treasurer's position is vacant.

7.1.2 No officer or agent of the Club, either singly or jointly with others, shall have the power to make any bill, payable note, check draft, warrant, or other negotiable instrument, or endorse the same in the name of the Club, or contract or cause to be contracted, any debt or liability in the name or on behalf of the Club, except as expressly authorized by the Board of Directors.

ARTICLE 8 – AMENDMENTS

These By-Laws may be amended when necessary by two-thirds (2/3) majority of the Board of Directors. Proposed amendments must be submitted to the general membership with at least four (4) week's notice and period for comment.

CERTIFICATION


These By-Laws were approved at a meeting of the Board of Directors by a two-thirds (2/3) majority vote on this 25th day of October 2018.



Ruben Sabater, Vice President

10/25/2018

Date



Approved By Geoffrey S. Shadler, President

10/25/18

Date