

***CORPORATE BYLAWS  
OF  
MOUNTAIN ALE & LAGER TASTERS, INC.***

Amended February 16th, 2023

**ARTICLE I**

**PURPOSE**

Section 1.1 Purpose & Goals. The nonprofit corporation is formed for the following principal purposes; (i) to promote the hobby of homebrewing and to educate members and the general public about the characteristics, production, and history of various styles of fermented beverages, (ii) to engage in social activities focused on homebrewing as a common interest; (iii) to develop and foster a greater appreciation of beer and other fermented beverages; (iv) to promote skills relating to tasting, judging and production of fermented beverages; (v) to promote the responsible use of alcoholic beverages; and (vi) to generally promote the hobby of homebrewing.

**ARTICLE II**

**OFFICES**

Section 2.1 Principal Office. The principal office of the nonprofit corporation shall be located at a place, within or without the State of North Carolina, as determined from time to time by the Executive Committee and as designated most recently in the annual report of the nonprofit corporation or amendment thereto, filed with the North Carolina Secretary of State pursuant to the North Carolina Business Corporation Act.

Section 2.2 Registered Office. The nonprofit corporation shall maintain a registered office in the State of North Carolina as required by law, which may be, but need not be identical with the principal office.

Section 2.3 Other Offices. The nonprofit corporation may have offices at other places, either within or without the State of North Carolina, as the Executive Committee may from time to time determine, or as the affairs of the nonprofit corporation may require.

## ARTICLE III

### MEMBERSHIP

Section 3.1 Eligibility. Membership shall be available to all persons who may legally drink alcohol under the laws of the State of North Carolina.

Section 3.2 Membership Classes.

- (a) Full Members. All persons who have paid all dues as established by the executive committee for the current membership year.
- (b) Complimentary Members. The executive committee shall approve annually a list of complimentary memberships of clubs that reciprocally exchange newsletters with MALT. Complimentary memberships shall have no other benefits of membership.

Section 3.4. Membership Year. The membership year shall be the same as the fiscal year and shall run from January 1 to December 31 each year.

Section 3.5 Non-Discrimination Policy. Club membership shall not be denied to any person on the basis of race, religion, sex, color, creed, or national origin.

Section 3.6 Hold-Harmless Agreement. Participation in this club is entirely voluntary. Participation in club activities (*as a member or otherwise*) involves the consumption of alcoholic beverages and it may affect your perception and reactions, and participation shall be deemed as an acceptance of responsibility for your conduct, behavior, and actions. Participation includes any invited guests that accompany any member on any club activity, wherever they may be held.

Section 3.7 Rights and Liability of Members. All regular members as defined in herein shall have the right to vote on club decisions at any meeting or event at which such vote may be called. No member of the club shall not be responsible for the debts of the club except as specifically guaranteed in writing by such member(s). No member shall receive compensation for services rendered to the club except as specifically authorized and ratified by the executive committee. Club members may be reimbursed for reasonable expenses incurred on behalf of the club if approved by the executive committee.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 4.1 Place of Meetings. All meetings shall be held monthly at a place and time to be designated by the Leadership Board, and the time and place of such meetings shall be published via the MALT newsletter, social media, website or otherwise disseminated to the membership.

Section 4.2 Annual Meetings. The annual meeting of the membership shall be held in place of the regular meeting for January, for the purpose of electing officers of the nonprofit corporation and for the transaction of other business which may be properly brought before the meeting.

Section 4.3 Membership List The Secretary or other officer or person having charge of the books of the nonprofit corporation shall prepare an alphabetical list of the members, with the current email address on record and other necessary contact information, and shall be kept on file with the books of the nonprofit corporation. The list shall be available for inspection by any member, upon his or her demand, within a reasonable time thereafter.

Section 4.4 Quorum. There shall be a Quorum requirement of 30% of the total membership for any vote held at any regularly scheduled monthly membership meeting.

Section 4.5 Organization. Each meeting of the membership shall be presided over by the President, or such other officer as the President may designate.

Section 4.6 Order. All meetings shall be conducted in accordance with Robert's Rules of Order, as accepted by the membership.

## ARTICLE V

### OFFICERS

Section 5.1 General Provisions. All corporate powers of the nonprofit corporation shall be exercised by or under the authority of, and the business and affairs of the nonprofit corporation shall be managed under the direction of the Executive Board.

Section 5.2 Number, Term and Qualification. The Executive Board shall consist of: (i) President; (ii) Vice President; (iii) Secretary and (iv) Treasurer. These Officers shall be selected at the Annual Meeting in January, pursuant to nominations made at the regular monthly meeting held in the month of December, and may be supplemented at the Annual Meeting at any time prior to the time of voting. In the event of a resignation or removal, the resulting vacancy shall be filled by means of an interim election to be held at the next regular monthly membership meeting. Any Officer elected by means of an interim election shall hold office until the next Annual Meeting. To be eligible for elected office, candidates must be current with their dues. Once elected, officers will have their dues waived for the length of the term they serve.

Section 5.3 Voting for Officers. Officers shall be elected by a simple majority of the votes cast by the Members entitled to vote in the election of Officers. Members must be current with their dues in order to vote.

Section 5.4 Removal. Except as otherwise provided in the Articles of Incorporation or by applicable law, an Officer director may be removed from office with or without cause by a vote of the membership at a regular meeting of the membership, at which membership meeting an interim election shall be held to replace the resulting vacancy. Any removal vote held hereunder must be preceded by either: (i) a recommendation of a majority of the Executive Committee, or upon petition signed by at least twenty (20%) of the registered members.

Section 5.5 Resignation. Upon notice of a resignation of any Officer, an interim election to replace the resulting vacancy shall be held at the meeting at which said resignation is announced, or at the next regular meeting of the membership after such resignation shall become effective.

Section 5.6 Compensation. No Officer may receive any compensation whatsoever for their services rendered to the nonprofit corporation. Any Officer or Manager that incurs expenses in the act of delivering their assigned service to the club, may be compensated by the Secretary/Treasurer with the President's approval. All elected officers will not be required to pay dues while serving in their capacities.

Section 5.7 Appointment of Managers. Following the annual election meeting, the Executive Committee will meet to discuss the needs of the club and determine Management

roles and candidates for the year. Those candidates will be contacted, their role explained and expectations made clear so that they can make an informed decision whether to accept or refuse the appointment. If they accept, the appointment will be announced at the next meeting. If they refuse, one or more of the Officers will approach an alternate candidate or open the discussion up to the club at the follow-on meeting at their discretion. Management roles aren't elected positions and have no term limits. They can be removed by a majority vote of the Executive Committee (see Section 5.4 and 5.5 above). The following is a list of potential Management roles: Marketing Manager, Branding Manager, Educational Manager, Outreach Manager, Events Manager, BRBO Event Manager, Website Manager.

## **ARTICLE VI**

### **DUTIES OF OFFICERS**

Section 6.1 The President shall conduct all monthly meetings and set the agenda for each meeting. The President shall have the authority to enter into agreements and contract on behalf of the nonprofit corporation, sign and execute any instruments, and otherwise carry out any action specifically approved by the membership. The President may designate members to establish committees for any club purpose. The President may also call a meeting of the Executive Committee.

Section 6.2 The Vice President shall assist the President in conducting all monthly meetings and setting the agenda for each meeting. The Vice President shall also assist in scheduling Executive Committee meetings and setting the agenda for those meetings. The Vice President may also be called upon to represent MALT at other meetings and events pertinent to the mission and goals of the club.

Section 6.3 The Secretary shall record the minutes of both the Board and General meetings and prepare said minutes for publication on all Social Media platforms. This position also coordinates the publication of the newsletter, the communication to the membership, maintenance of the club website and other social media platforms. The content of all communications should be provided and/or reviewed by Officers of the Executive Board.

Section 6.4 The Treasurer shall receive and maintain all funds collected by the nonprofit corporation, shall disburse funds for any approved expenditure, maintain the books of the nonprofit corporation, and make regular reports to the membership at designated regular meetings of the membership.

## ARTICLE VII

### DUTIES OF APPOINTED MANAGERS

Section 7.0 The following Appointed Manager roles/responsibilities may change over time to better meet the timely needs of the club. Members of the Executive Board may serve in these roles as appropriate.

Section 7.1 The Marketing Manager is responsible for soliciting new members, social networking, advertising MALT to the general public and general awareness of the club to the public at large.

Section 7.2 The Brand Manager designs and produces print/online materials that represent the club's brand message (banners, hand-outs, posters, t-shirts, labels, etc). This oversight includes any items visible to the public that might influence public perception of the club.

Section 7.3. The Events Manager plans club events as perks for members (road trips, river floats, external home brew competitions, brewery meet-ups, educational opportunities, etc) and works with the Executive Board to announce/promote general events. These events may also be seminars, brew-ins, brewery tours, tastings, parties, and such other events as approved by the membership.

Section 7.4. The BRBO Event Manager organizes the annual nationally recognized MALT beer judging competition and assigns key roles to assist in: event marketing (internal and external), identifying judges, data collection, event location/management, transportation/receipt of entries, feedback to entrants after judging, money management. This event is a major resource of funds for the club which requires a great deal of volunteer support. Every member of MALT should make every effort to contribute in some way.

Section 7.5. The Website Manager maintains the technical aspects of/ and hosts the club website. The website should be transactional (registering/collecting dues in a single step), easy to populate with current text/graphic content, able to create new pages, membership reports and work-flow changes, and maintain solid security. The club pays the annual operating expenses for this web service. The Website Manager does not create content but should provide easy access to the Secretary and elected officers to publish, as appropriate.

Section 7.6 The Outreach Manager maintains relationships outside the club (external home brew clubs, local breweries, sponsors for events, corporate donors, event supporters, etc). This oversight includes assuring club awareness of upcoming events, working with Marketing Manager to identify event opportunities and contacts, and assisting BRBO Manager in identifying judges, prize donors, etc.

Section 7.7 Educational Manger coordinates the educational component at meetings. They are also responsible for scheduling brew-ins and other educational events throughout the year.

Section 7.8 Committees. Committees designated hereunder shall be charged with the responsibilities so designated, and shall serve at the pleasure of the President.

## **ARTICLE VIII**

### **NONPROFIT STATUS**

Section 8.1 MALT is a nonprofit corporation organized under the laws of the State of North Carolina. MALT has not filed for tax exempt status under the Internal Revenue Code, but may apply for such in the event the membership so desires.

Section 8.2 MALT, its membership, Executive Committee, and Officers shall not be authorized to take any action which would invalidate any nonprofit or tax-exempt status.

## **ARTICLE IX**

### **MEMBERSHIP DUES**

Section 9.1 Dues, as established by the Executive Committee hereunder shall be for the period beginning on January 1 through December 31 for each calendar year. Once the rate of dues has been established for any given year that rate shall be fixed until the end of the current year.

Section 9.2 Dues of may be prorated, at the exclusive discretion of the Executive Board for any member joining the club during any calendar year. Such proration need not be related to the date of membership, but cannot in any event exceed the dues rate for that calendar year paid by any member for that calendar year (*ie.* any proration must be less than or equal to the proration designated of a previously joining member and must be less than the annual dues rate established in Section 8.1).

Section 9.3. Dues may be paid by cash, money order, PayPal, Venmo (or other electronic system TBD) and personal check. However, in the event that any personal check shall be returned due to insufficient funds or otherwise, then such member shall be liable for any fees charged to the nonprofit corporation, and membership status will not be recognized until such sums are paid in full and irrevocably credited to the nonprofit corporation.

## ARTICLE X

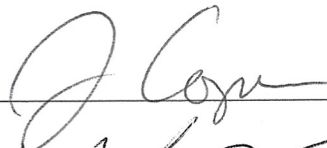
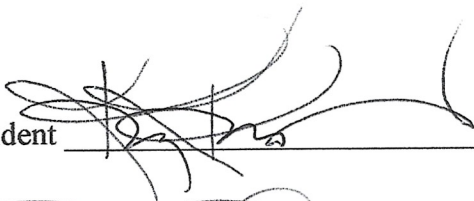
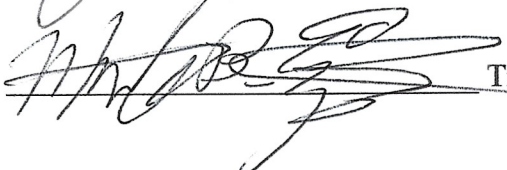
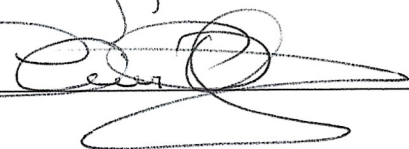
### GENERAL PROVISIONS

Section 10.1 Indemnification. Any person who at any time serves or has served as an Officer of the nonprofit corporation shall have a right to be indemnified by the Non-profit corporation to the fullest extent permitted by law against (i) expenses, including reasonable attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and whether or not brought by or on behalf of the nonprofit corporation, arising out of his or her status as an Officer acting upon any matter approved by the membership, and (ii) any liability incurred by him or her, including without limitation, satisfaction of any judgment, money decree, fine (including any excise tax assessed with respect to an employee benefit plan), penalty or settlement, for which he or she may have become liable in connection with any action, suit or proceeding. This right shall inure to the benefit of the legal representatives of any person, shall not be exclusive of any other rights to which that person may be entitled apart from the provisions of this Bylaw, and shall not be limited by the provisions for indemnification in Sections 55-8-51 through 55-8- 56 or the N.C. Business Corporation Act or any successor statutory provisions.

Section 10.2 Amendments. Except as otherwise provided herein or in the Articles of Incorporation or by applicable law, these Bylaws may be amended or repealed and new bylaws may be adopted by majority vote of the membership.



**ACCEPTED AND ADOPTED BY  
VOTE OF THE MEMBERSHIP AND CERTIFIED BY:**

President  Vice President   
Secretary  Treasurer 

Date 2.16.2023