

BY-LAWS AND CHARTER OF THE LA LAGERS BEER CLUB

This document is the complete By-Laws and Charter of the LA Lagers Beer Club as approved by the Membership on July 15, 2004.

ARTICLE I IDENTITY AND PURPOSE

SECTION 1. IDENTITY:

The name of the club shall be, the "LA LAGERS" (Lower Alabama Lagers), a not for profit social organization, established and organized in the State of Alabama. The LA Lagers is an American Homebrewers Association (AHA) sanctioned club. The LA Lagers is also referred to as the "Club" herein.

SECTION 2. STATEMENT OF PURPOSE:

The LA Lagers is a coterie of industrious individuals dedicated to the fine art and science of making and appreciating handcrafted beer.

SECTION 3. GOALS:

The goals of the LA Lagers shall be to:

- Promote the hobby and enjoyment of amateur brewing,
- Encourage sound brewing practices and advocate proper brewing techniques,
- Learn and share knowledge about beer history, beer styles, beer tasting, and beer judging,
- Engage in enjoyable social activities focused on home brewing as a common foundation,
- And to promote the responsible use of alcoholic beverages.

SECTION 4. MOTTO

The motto of the LA Lagers is "GOOD BEER BREWED RIGHT HERE".

ARTICLE II MEMBERSHIP

SECTION 1. MEMBERSHIP POLICIES

- A. MEMBERSHIP: Any individual person interested in the advancement of zymurgy, and who will support the charter and basic policies of this club, subject only to compliance with the provisions of the By-Laws. Members are not required to brew beer. Only members of the club shall be eligible to participate in its business meetings, or serve in any of its elective or appointed positions.
- B. ELIGIBILITY: All persons of legal age to consume alcoholic beverages in the state of Alabama are eligible for membership. Membership in this club shall be available without discrimination.
- C. ACCEPTANCE: A criterion for membership is submission of a written application to the LA Lagers and payment of annual dues. Upon acceptance, contact information will be recorded in the members roster and new member will receive a membership card and copy of these By-Laws.
- D. MEMBERSHIP YEAR: The membership year will be for twelve (12) months from acceptance date.
- E. HOLD HARMLESS RESPONSIBILITY FOR ACTIONS:

Each member's participation in the LA Lagers is strictly voluntary. Each member realizes that participation in LA Lagers activities may involve the consumption of alcoholic beverages, which may affect perception and reactions. All members shall be responsible for the conduct and actions of their guests. Each member and guests of members accepts sole responsibility and all liability for their conduct behavior and actions and agrees to indemnify and hold harmless the LA Lagers, its Officers and its members from any and all claims or liability whatsoever resulting from actions of LA Lagers, its members and guests of members. Through membership in the LA Lagers, each member agrees to and is bound by this article.

F. **SUSPENSION AND *EXPULSION FOR CAUSE*:**

Any member may be suspended or expelled from membership upon a showing of willful disregard of these By-Laws or other actions detrimental to the LA Lagers in any way, as determined by a majority vote of the executive council. The charges against the member will be considered at a regular Executive Board Meeting or a Special Meeting called for that specific purpose. The member will be notified by certified mail of the charges and date, time and place of the meeting. The member may appear and respond to the charges. The decision of the Executive Board shall be final.

G. **REINSTATEMENT:** A suspended or expelled member, or one who has resigned with disciplinary action pending, may be returned to full membership upon written application and with a two-thirds approval vote of the Board of Directors and payment of current dues.

SECTION 2. MEMBERSHIP ORGANIZATION

A. **BOARD OF DIRECTORS:** The purpose of the Executive Board is to provide responsible leadership, an administrative structure to conduct business and shall be responsible for the management of the affairs of the club. Shall consist of five Officers, of which will be elected as follows:

- President,
- Vice President,
- Secretary,
- Treasurer,
- Brewers Advocate.

a. **ELECTION OF OFFICERS**

- (a) Election of Officers shall be held at the Annual Meeting in October of each year.
- (b) Nominations shall be made in writing and submitted to, and recorded by, the Election Committee. Only current members may be nominated, or nominate another current member, for an office. All nominations must be submitted before the end of the Regular Meeting occurring in October of each year preceding the Annual Election Meeting.
- (c) An Election Committee shall be appointed by the Board of Directors a minimum of three months prior to the Annual Meeting and will run the election process.
- (d) The nominee receiving the highest number of votes is elected to the office being elected.

b. **TERM OF OFFICE:** The term of office for the Board of Directors shall serve for a period of one (1) year starting October. The newly elected Board of Directors should participate in all meetings from the date of the elections. The Board of Directors terms expire October 1.

c. **VOTING:** Each Officer shall have one vote at the regularly scheduled Board of Directors Meetings. Voting on business issues at the Board of Directors Meetings is reserved for Officers. The restrictive voting policy is to ensure decisions on issues are made with full background knowledge of the issues and to provide continuity of action consistent with established policies. All Club members shall have one vote at all General Membership Meetings.

d. **QUORUM:** At any meeting of the Board of Directors a majority of the Executive Board four (4) shall constitute a quorum for the transaction of business; that in the event of a quorum not being

- present, a lesser number may adjourn the meeting to a future date.
- e. MEETINGS: Regularly scheduled meetings of the Board of Directors shall be held monthly and/or at such times as the Board of Directors may determine. Board of Directors meetings will normally take place before a regularly scheduled general meeting for preparation and planning of such meeting. Special meetings of the Board of Directors may be convened for special purpose as required and shall be called by the President or the Secretary upon request at least three of the members of the Board of Directors with reasonable notice. The Board of Directors meeting shall be open to the General Membership at all times.
- f. VACANCIES: Whenever a vacancy shall occur on the Board of Directors, by death, resignation, removal or otherwise, the same shall be filled without delay by Presidential appointment with the Board of Directors approval. The person will then hold office until the annual meeting for the election of Officers, and assumption of duties. If the office of President should become vacant, the Vice President would assume the duties of the President until such time as the Board of Directors could elect a new President, who would then serve the remainder of the expired term.
- g. REMOVAL OF DIRECTORS: Any one or more of the Officers may be removed with cause, at any time, but the vote of the General Membership; through a special meeting called for that purpose, or at a regular monthly meeting, provided that a majority of the General Membership present shall vote in favor of such removal.
- h. DUTIES OF EXECUTIVE BOARD:
The duties and responsibilities of the Executive Board shall be as follows:
- (a) PRESIDENT
- Shall be the chief spokesperson for the LA Lagers and act as liaison between the LA Lagers and the community.
 - Shall cause to be called regular and special meetings of the General Membership and Board of Directors in accordance with these By-Laws.
 - Shall preside at all meetings of the Board of Directors and General Membership.
 - Shall oversee all activities, events and functions of the LA Lagers.
 - Shall create committees and coordinate the efforts of all Standing Committees.
 - Shall recommend, vote on and implement policy as directed in these By-Laws.
 - Shall sign and make all contracts and agreements with the treasurer and see they are properly carried out.
 - Shall recommend direction to shape the agenda and advance the presence of the LA Lagers to the Board of Directors and General Membership.
- (a) VICE PRESIDENT
- In the absence of the President, all the responsibilities and duties of the President shall be vested and performed by the Vice President.
 - Shall work under the direction of the President to advance and promote the good image and beneficial works of the LA Lagers.
 - Shall work with the President to recommend, determine and implement policy decisions made by the Board of Directors
 - Shall assist in the execution of committees and be be responsible for directing and advising committees formed by the Board of Directors and coordinate committee activity with other functions of the club.
 - Shall head the Membership Committee.
- (b) SECRETARY
- Shall keep written minutes of all the meetings and forward a copy of these minutes to the

President as soon as possible (while agenda is current and fresh in the Boards minds), but no later than the week of the next regularly scheduled meeting.

- Shall present to the Board of Directors at their meetings all communications addressed to the club.
- Shall attend to all correspondence and perform all the duties incidental to the office of Scroll Keeper.
- Shall maintain the official Club calendar (current and the next 12 months) which should also include committee activities, beer festivals, homebrew and beer competitions, and any events relative to the purpose of the LA Lagers.
- Shall be the archiver of all official documentation of the LA Lagers.
- Shall provide support to the Board of Directors to promote good communications within the LA Lagers.
- Shall serve as proofreader of all printed communication as requested or required.

(c) TREASURER

- Shall have the overall responsibility of care and custody, for all club funds and securities. By regulation, the Treasurer is required to make all deposits for the club into our account.
- The Treasurer will act as a check and balance for the club for all financial transactions.
- Shall make check requisitions, with invoices, in the name of the club.
- Shall render a statement of the condition of the finances of the club at each meeting of the Board of Directors and at such other times as required. Shall also prepare a full and complete written report of the financial condition of the club for meeting of the General Membership.
- Shall keep correct books of account of all its business and transactions and such other books of account as the Board of Directors may require.
- Shall exhibit at all reasonable times the books and accounts to any members when requested.
- Will advise the Board of Directors of methods for improving LA Lagers financial management.
- Shall head the Merchandise Committee and manage the sale of all LA Lagers merchandise or property.
- Shall do and perform all other duties normally pertaining to the office of the Treasurer

(d) BREWERS ADVOCATE

- Shall maintain club library of brewing books and digital media, printed periodicals and monthly publications, check out such materials and ensure their return.
- Shall research requests made for beer and brewing information, knowledge, and history.
- Shall head the Competition Committee.

B. GENERAL MEMBERSHIP: General Membership is unlimited and open to all as outlined in Article II, Section 1 Policies. The purpose of General Membership is to provide a support base from which the Board of Directors can form action committees. General Membership provide guidance and assistance

to the Board of Directors on issues that are within the purview, charter, and function of the club. All Board of Directors meetings are open; participation by the General Membership is strongly encouraged. General Membership provides an opportunity to give feedback on issues and concerns that need to be brought to the attention of the Board of Directors. Last, and perhaps to the most important it affords a pool of members to draw from for the election of the Board of Directors, and all members a vote in the annual election of that board.

- a. DUES: Payment of annual dues are calculated per member. Dues will be \$25.00 per individual. Timely payment of dues grants full membership benefits and rights. Annual dues shall expire on the 12th month anniversary of the member of each year. If payment of dues in full is not received within three (3) months of the expiration date, the member shall cease to be current and all benefits, rights and privileges shall be revoked until such time as payment in full is received.
 - b. VOTING: All members of the LA Lagers whose dues are current are eligible to vote. Any issue, other than proposed By-Law Amendments and the Election of Officers, may be considered by the membership at a Regular Meeting if it has been submitted in writing to an officer prior to the meeting at which the issue will be considered. The issue must be raised in the form of a motion and requires a second before being considered. Any issue considered and defeated by the majority of the members at the meeting may not be considered again for six (6) calendar months.
 - c. QUORUM: A quorum shall be thirty percent (30%) of the current members as recorded on the member roster. A quorum is required to transact business of the CFHB.
 - d. MEETINGS: The LA Lagers shall have at least one (1) meeting or event every month.
 - REGULAR MEETINGS: Regular meetings of the LA Lagers shall be held the second Thursday of every month at a predetermined official meeting venue unless changed by a majority of club officers and upon written notice of the change to the members. The meeting time shall be 6:00 pm. The meeting will be called to order no later than 6:30 pm.
 - ANNUAL MEETING: The Annual Meeting shall be the membership meeting in October each year for the purpose of nominating and electing Officers to the Board of Directors, considering proposed By-Law Amendments and conducting other regular meeting business.
 - SPECIAL MEETINGS: Special meetings, club sponsored events, club involved parties, field trips, workshops, and pub crawls may be organized and approved. Announcements will be made to all current members. There may be additional requirements or fees involved in these types of meetings. Examples include: bringing a covered food dish, bringing BEER, contributing brewing equipment, ingredients or information, and paying various fees or costs.
- C. GUEST MEMBERSHIP: Guest Membership may be granted to the spouse or other immediate household member of a General Member or Officer. Guest Members are encouraged to participate in LA Lagers meetings, events, and committees. Guest Members are not required to pay annual dues, however, they may not participate in any official vote or be elected to an Officer position in the Board of Directors.
- D. SPECIAL MEMBERSHIP: Honorary Membership may be granted at the discretion of the Board of Directors through a majority vote. These types of membership include individuals or groups whose activities directly advocate, support or advance the principles and purpose of the LA Lagers. Individuals of other organizations or groups acting as liaisons with the LA Lagers may also be granted special membership. Term, benefits and responsibilities of each of these members are at the discretion of the Board of Directors and membership rights may be revoked or restricted by a majority vote.

SECTION 3. MEMBERSHIP STRUCTURE

- A. STANDING COMMITTEES: There shall be the following Standing Committees:
- Membership Committee

- Competition Committee
- Merchandise Committee
- Annual Party Committee
- Web Page Committee

a. MEMBERSHIP COMMITTEE:

- The committee shall devise methods of expanding and maintaining adequate membership of such standards as are approved in these By-Laws by using all available resources.
- Will register each new member in the Member Roster and maintain frequent updated information such as: Name, Address, Phone #, Email Address, membership status, etc.
- Will contact each member in other than good status to regain membership.
- Encourage membership at every opportunity while engaged in zymurgy practices, both at home at large in the community .

b. COMPETITION COMMITTEE:

- This committee will keep the club calender updated with homebrew competition dates and entry deadlines and will provide rules and guidelines for members wanting to enter beer in competitions.
- The committee shall make all arrangements for hosting and managing any Brew Competition(s) that require special arrangements. They are also responsible for checking facilities, coordinating awards, making arrangements with the judges, advertising the event, T-shirts, care and handling of the entries including but not limited to returning unused entries, etc.

c. MERCHANDISE COMMITTEE:

- This committee will offer suggestions for merchandise ideas and research procurement of merchandise for sale to increase club revenue.
- This committee will maintain the club inventory of merchandise.

d. ANNUAL PARTY COMMITTEE:

- This committee will plan all arrangements with approval of the Club for the LA Lagers Annual Club Party.

e. WEB PAGE COMMITTEE:

- Will maintain the working status of the LA Lagers web pages. (www.lalagers.com)
- Responsible for updating vital information on the club's Web page.
- Posting all changes requested by the President.
- Providing current links that promote zymurgy.
- Update the next club meeting time/location no later than one week following a meeting.
- Continue to develop the functionality and usefulness of the web site.

B. TEMPORARY COMMITTEES: There may be any number of temporary committees.

a. ELECTION COMMITTEE:

- Election Committee shall be appointed by the Board of Directors a minimum of three months prior to the Annual Meeting and consist of three members.

- The Election Committee members shall not be eligible to run for any office nor shall they currently hold an office.
 - The Election Committee shall follow the guidelines established by the Board of Directors and shall develop guidelines as may be necessary.
 - The Election Committee will appoint its own Election Commissioner who shall lead the committee in all activities.
 - The Election Commission shall receive all written nominations, determine eligibility of nominees, placed all eligible nominees on the ballot, conduct the elections and announce the results during the Annual Meeting.
- b. BJCP (Beer Judge Certification Program) COMMITTEE:
- Obtain updated BJCP Style Guidelines for the Club Archive.
 - Offer a format for properly judging beers brought to the club meeting tastings.
 - Offer a study group program for members interested in becoming BJCP certified beer judges.
 - Play a key role in judging local, regional, and national beer judging competitions.
 - Offer assistance to members in defining beer styles and formulating style accurate recipes.
- c. PUB CRAWL COMMITTEE:
- Responsible for establishing a pub crawl.
 - Must contact each pub on the route, confirm reservations if necessary, and act as the overall planner/point of contact for businesses.
 - Arrange for transportation, secure transportation, ensure return of transportation.
 - Provide updates at monthly meetings on status of planned event.

ARTICLE III FISCAL RESPONSIBILITY

SECTION 1. BILLS, NOTES, ETC.:

All bills payable, notes, checks or other negotiable instruments of the club will be agreed upon by

the club President, or any one of the Board of Directors in his absence. 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, or 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, by the General membership at a regular or special meeting called for that purpose or as specified in Section 2.

The Treasurer shall be responsible for the disbursement of all monies of the LA Lagers and shall keep a record of all such disbursements. All disbursements shall be at the direction of and approval by the Board of Directors. The approved calendar year budget shall authorize the expenditure of funds. Disbursements in excess of fifty dollars (\$50.00) not authorized in the budget shall require a quorum vote of the Executive Counsel. Disbursements in excess of five hundred dollars (\$500.00) shall require the prior approval of at least four (4) Officers; shall provide an annual report to the general membership on the disbursements and income of the prior fiscal year, no later than the second regular meeting of the new fiscal year; shall provide a monthly report to the general membership on the disbursements and income for each month of operation within 30 days but no later than 45 days after the end of the month.

SECTION 2. OPERATING EXPENSES:

The club must make available funds for the quarterly brew the club has deemed to make.

SECTION 3. BUDGETING:

The Treasurer shall submit a Proposed Annual Budget as close to the beginning of the year as practical, to include approximate net funding, the proposed division of funds and the proposed source of funds. The Treasurer should coordinate with the Board of Directors to discuss the anticipated available funds, and identify special requirements for which the moneys could be used. The Board of Directors are charged with the responsibility to prioritize requests and apportion the funds allocated to the respective needs. The Board of Directors will retain final approval authority for funding requests.

SECTION 4. FISCAL YEAR:

The fiscal year shall be from October 1 through September 30 of each year.

ARTICLE IV GOVERNING LAW

SECTION 1. STATE OF ALABAMA STATUTES

Unless otherwise specified in these By-Laws to the contrary, matters concerning the operations of the LA Lagers shall be handled in accordance with Chapter xxx of the Alabama Code (Corporations Not For Profit or tax exempt club).

SECTION 2. UNITED STATES OF AMERICA STATUTES

Unless otherwise specified in these By-Laws to the contrary, matters concerning the operations of the LA Lagers shall be handled in accordance with Chapter xxx of the Federal Statutes (Corporations Not For Profit or tax exempt club).

ARTICLE V ORDER OF BUSINESS

SECTION 1. PROCEDURES:

In order to conduct business as rapidly as possible, "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered in these By-Laws.

SECTION 2. REGULAR MEETINGS:

The order of business at regular meetings shall be as follows:

- A. President's Call to Order
- B. Welcome New Members / Guests
- C. Quorum to conduct business
- D. Secretary's Report
- E. Treasurer's Report
- F. Committee Reports
- G. Old Business
- H. New Business
- I. Administrative Comments
- J. Adjournment of Regular Meeting
- K. Brew Tasting
- L. Commence with Meal
- M. Break in to Committee Meetings
- N. Ritual Initiation of New LA Lagers Members

ARTICLE VI DISPOSAL OF CLUB ASSETS

SECTION 1. PROCEDURE:

In the event of dissolution of the LA Lagers, the assets will be distributed to a not for profit organization(s) as determined by the Board of Directors.

ARTICLE VII AMENDMENTS

SECTION 1. PROCEDURE

These By-Laws may be amended at the Annual Meeting of the club by a quorum of the voting members present, provided that notice of the proposed amendment shall have been given at least thirty days prior to said meeting.

SECTION 2. AMENDMENTS