

The following is a draft for revision of the bylaws.
All additions are in red.

UPSTATE NEW YORK HOMEBREWERS ASSOCIATION

I. Mission and Philosophy:

The Upstate New York Homebrewers Association (the "Association") is dedicated to sharing and broadening the appreciation of and knowledge about the brewer's art within its membership and the public at large, through regular meetings and special events, in accordance with its philosophy of informed, mature and responsible enjoyment of homebrewed and commercially brewed beer. **Discrimination against any members or candidates for membership on the basis of race, religion, sex, sexual preferences, color, creed, personal or political beliefs is prohibited and can result in disciplinary action up to suspension or expulsion from the club at the discretion of the board of directors and a committee of 3 paying members.**

II. Membership: Membership is limited to persons of legal drinking age as defined within the State of New York. Membership shall be on an individual **or family basis only**. **Family is defined as an individual plus one immediate family member, spouse, son, daughter etc. If you would like to represent your business you may have it added to your membership card or nametag if you so desire.**

Each member in good standing is entitled equally to a single vote in all regular business of the Association, including but not limited to decisions regarding monthly meeting business, sponsored events, long-range planning, fiscal affairs, and the election of officers. Membership in good standing is defined as timely payment in full of dues and other assessments **at time of meeting or regular business where voting is exercised**. Membership shall be subject to revocation, in the sole discretion of the current officers of the Association, in the event of (i) failure to pay dues timely and in full, or (ii) compromise of the Association's mission and philosophy as herein stated.

III. Dues: Policies regarding dues and other assessments shall be set by each year's officers, depending on changing and perceived needs. **Although** the Association's fiscal year runs from **October through** September, membership begins whenever that person joins the club and is renewed on their anniversary. **Dues are only payable in annual increments which provides membership for the next 12 months**. A member shall be deleted from the membership roll, and membership privileges suspended without notice, if s/he fails to pay dues by their anniversary.

IV. Officers: The officers of the Association shall be known collectively as the Board of Officers. Offices shall be as follows:

1. President
2. Vice-President

3. Secretary
4. Treasurer

Officers shall meet at regular intervals to discuss and vote on matters to ensure the proper functioning of the Association in keeping with its Mission and Philosophy.

V. Nomination and Election of Officers: A Nominating Committee, which shall not include standing officers, shall be appointed by the President for the purpose of nominating candidates for each office at the May meeting prior to elections. The Nominating Committee is charged with the duty of making every effort to nominate more than one individual for each office. In addition, at the May meeting before the Nominating Committee's recommendations are disclosed, nominations will be taken from the floor.

Officers shall be elected annually at the regular meeting held during the month of June. The officers-elect shall take office on the following July 1st. Each member in good standing in attendance at the June meeting shall have an equal, single vote for each office to be filled. Officers shall be elected by a simple majority vote of the membership in attendance at the June meeting. Absentee ballots may be cast electronically via cell phone, email or text message. Vote must be verified by the nominating committee or 2 non board club members to be counted. The Nominating Committee shall act as official tellers of the vote. President may serve no more than 3 consecutive years before he/she must vacate the position for a minimum of one year, Vice President, Secretary and Treasurer may serve no more than five consecutive years before they must vacate their position for a minimum of one year. They may so take another position on the board if they so desire at their own discretion. They may also choose to not re-run for that position before the maximum term is reached if they so desire.

VI. Administrative Transition: A joint Board meeting shall be held between the June and July meetings, comprised of both the outgoing and incoming Board of Officers, to resolve any unfinished business from the current fiscal year and to facilitate an orderly administrative transition. This shall include, but not be limited to, a report by the outgoing Secretary regarding the current inventory of retail articles, an up-to-date report by the outgoing Treasurer, and the transfer of records and other Association documents to the appropriate incoming officer. Transfer of fiscal accounts, credit cards and other necessary admin logins or credentials as needed for continuity.

VII. Duties of Officers: The President shall preside at all regular, special, and officers' meetings, and shall act as the chief executive officer of the Association. The Vice-President, in the absence or incapacity to act of the President, shall preside at regular and special meetings and shall, in the instance of incapacity to perform by the President, act as the chief executive officer of the Association until such time as the President is able resume duties or until the next Election of Officers. S/he shall act as assistant to the President.

The Secretary shall be responsible for taking accurate minutes of each regular and special

meeting, and shall undertake all correspondence of the Association, including most particularly the monthly newsletter and any other club communications necessary. **The secretary will also be responsible for maintenance or coordinating maintenance of the website www.unyha.com with any third parties (as needed).**

The Treasurer shall be accountable for all Association funds. S/he shall collect all dues, retail sales monies, event, and other incomes. S/he shall disburse payment for any bills or other obligations incurred by the Association. In addition, the Treasurer shall be responsible for maintaining a current membership roll and preparing membership cards. S/he shall be prepared to provide **a current cash balance at each monthly meeting to membership(?) as requested through the Board of Officers** and give an up-to-date Treasurer's report to the officers on a quarterly basis.

VIII. Officer Vacancies: Any vacancies on the Board of Officers shall be filled by appointment by the President and **confirmed by vote of the current BOD**. If the office of President is vacated, the Vice-President shall assume that office and shall then appoint a new Vice-President for the remainder of the term. An officer so appointed shall serve until the next annual election. In the event of concurrent vacancies in all offices, a special election shall be held at the next regular meeting, with nominations taken from the floor. The election shall then proceed as defined under "NOMINATION AND ELECTION OF OFFICERS", above.

IX. Resignations: Notice of resignation of any officer must be given in writing to the remaining members of the Board of Officers.

X. Removal of Officers: Any member in good standing may call for the removal of any officer at any time. To do so, this member (or members) must state the officer's alleged misconduct, as set forth in these By-Laws, before a **regular monthly** meeting of the membership. After a debate of such charges, a vote of all members present shall be held. An affirmative vote of three-fourths of the membership present will result in the officer's immediate removal from office. The named officer shall be afforded an appeal hearing to be scheduled and duly noticed in writing which shall be open to all members. **Any appeal hearing will be heard by remaining officers and a committee of 3 members in good standing of at least 3 years of membership minimum and chosen by the club president. If the officer in question is the president , the 3 committee members will be chosen on by Vice President. Appeals must be submitted in writing for proper documentation and votes will be cast immediately at the hearing. If appeal is declined, said officer will be removed from the board and replaced as soon as possible.**

XI. Budget: In August of each year, the President and Treasurer shall meet to formulate a tentative Budget for the coming fiscal year. This budget must subsequently be approved by the full Board of Officers.

XII. Expense Policy: The Association's funds shall be maintained by the Treasurer at a local bank **or other financial services provider** selected by the President and Treasurer. Only authorized expenditures, i.e., those approved by the Board, shall be made from the Treasury

using whatever financial service(s) the club has adopted ~~by check signed by the Treasurer~~. The Treasurer shall have a standing authorization to pay the following regular expenses without prior approval from the Board: post office box rent fee; fees for hall rental and/or bread-and-cheese **supplies** for monthly meetings; and printing and postage for monthly newsletter. A second officer shall be authorized to sign checks **or use other club financial services** in the event of the Treasurer's absence or incapacity. No member shall be paid or reimbursed for travel expenses or for hosting a meeting. Whenever possible **payment should be made** directly to vendors. **It is recommended that any larger expense above \$500 be voted on by club majority vote, but is not required. Any expense over \$1,000 shall be voted on approval by majority club vote. Yearly UNYHA competition expenses are excluded.**

XIII. Board of Audit: The Treasurer's books of account shall be audited annually in July by a Board of Audit comprised of the newly elected President and Treasurer, who shall certify in writing as to their accuracy. Should a discrepancy be found **over \$500**, the outgoing Treasurer is obliged to aid in the auditing process.

XIV. Deficits: In the event of a budget deficit, the President shall assemble an Emergency Committee, consisting of the entire Board, one past President, and two members at large to discuss the situation and attempt to correct the deficit. The results of this meeting shall be brought before the membership at **a meeting to be scheduled and duly noticed in writing which shall be open to all members** for appropriate action.

XV. Dissolution: In the event of the Association's dissolution, the Treasurer shall make every effort to satisfy all accounts payable and other debts from existing funds. All material possessions of the Association, including but not limited to glassware, retail sales items, and library materials, shall be auctioned off to the membership, with the proceeds of such auction used to satisfy the Association's accounts payable and other debts. Remaining articles shall be divided among the membership as evenly as possible. The current Treasurer shall close out the Association's ~~bank~~ **accounts at all financial institutions** but shall maintain the books of account for a period of three years. The current Secretary shall keep all other records for the same period of time. In the case of remaining funds in the Treasury, **they shall be donated to the American Homebrewers Association or its successor.**

XVI. Appointed Positions: The President shall have the authority to appoint any member in good standing to **any position as deemed necessary for the proper regular functioning of the Association and/or to uphold the Association's Mission and Philosophy Examples include, but not limited to:** Publicity Chairperson, Judge Training Coordinator, and Experiment Coordinator. S/he may appoint other positions as deemed necessary. If these members are asked to attend a Board meeting, they shall have no vote in Board matters. **Any appointments made by the President may be overruled by a majority vote of the remainder of the Board.**

XVII. Committees: The President shall have the authority to appoint a Chairperson for any Committee for which ~~s/he~~ **the board** perceives a need. This Chairperson shall then choose

her/his own Committee members from among the membership. Committees may include Judge Training, Annual Competition, Education and Experiments, and Publicity. **Any appointments made by the President may be overruled by a majority vote of the remainder of the Board.**

XVIII. Annual Events: In keeping with its dedication to the brewer's art, the Association is mandated by these By-Laws to sponsor and host an Annual Homebrew Competition ~~in the spring of~~ each year which shall be open to the public, to members of the Association, and to other homebrew clubs. Other annual events shall be at the discretion of **the Board of Officers.**

XIX. Meetings: At least nine regular meetings of the Association shall be held each year **open to all members.** Notice of the date, time, location, and agenda for said meetings shall be timely given to all members. Officers' meetings, committee meetings, and special meetings shall be held at the discretion of the Board and shall be open or barred to the general membership **at the Board's discretion unless otherwise specifically directed in these By-Laws.** **Committee meetings shall be held at the discretion of committee members and shall be open or barred to general membership as the Chairperson's discretion.** **This discretion may be overruled by a majority vote of the remainder of the Board.**

XX. Quorum: Except as otherwise provided in these By-Laws, a quorum for the transaction of business shall be defined as twenty percent (20%) of the entire membership. A quorum of officers shall be defined as a majority of officers present **(50% +1).** The presence of two (2) members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee.

XXI. Motions: The term "motion" as used herein refers to a proposal that the Association take certain action, or that it express itself as having certain views. A motion may be made and seconded by any member in good standing at a regular, special or officers' meeting of the Association at which a quorum is present. When a motion has been made and seconded, the President or chair of the meeting shall immediately state the question, which shall be recorded by the Secretary. The President or chair may rule a motion out of order if said motion conflicts with these By-Laws. Debate on any motion shall be limited to the merits of the immediately pending question, i.e., the last question stated by the chair that is still pending; except that, at the chair's discretion, the main question may also be open to debate. Motions require for their adoption a majority vote of members present. Once approved, motions shall be publicized in the following month's newsletter; additionally, the Secretary shall maintain a record of all motions made and their outcome, i.e., whether approved, tabled, or defeated.

XXII. Ratification: These By-laws shall take effect by affirmative vote of three-fourths of the members in good standing present at a regular meeting of the Association. Notification of the date, place and time at which said ratification vote will be held shall be published in advance in the Association's newsletter.

XXIII. Amendments: Proposed Amendments to these By-Laws shall be submitted in writing to all members present at the regular meeting **and by email no less than 2 months** prior to the

meeting at which such proposed Amendments are to be voted upon. An affirmative vote of two-thirds of the members present shall be required for ratification.

XXIV. Governing Law and Procedures: These By-Laws shall be governed by the laws of the State of New York. Reference shall be made to Robert's Rules of Order for general procedures not specifically addressed in these By-Laws.