



BYLAWS – DRAFT 1.2

ARTICLE I: NAME

The name of this corporation is the **Long Island Craft Brewers Guild, Inc.**, a non-profit New York corporation (the “Guild”)

ARTICLE II: PURPOSES OF ORGANIZATION

The Guild is organized and operated exclusively for non-profit purposes. The Guild is organized to:

Section 1.

Promote, in every lawful manner, the common interests of the members and the licensed brewing industry on Long Island, including but not limited to

- a) Raise public awareness of Long Island Breweries
- b) Promote and support the local economy
- c) Develop and coordinate events, programs, etc.
- d) Utilize strength of numbers for purchases
- e) Unified advocacy specific to the beer industry with Town, County, State, and Federal Agencies and Representatives

Section 2.

Employ agents to collect information of value to members regarding laws, provisions, directives, and orders as may be made by the United States government, the State of New York, the

Counties and Towns of Long Island, and the political subdivisions thereof serving the Guild, and to circulate such information to the members and general public;

Section 3.

Hold membership in other associations, although the Guild shall not be deemed to have approved the action of other associations by such membership, unless the Board of Directors of the Guild so approves.

Section 4.

Perform such other acts as may be necessary, in the opinion of the Board of Directors, to carry out the purpose of this Guild. The Guild shall not fix or set the prices and terms upon which the members buy and sell beer, limit or control the amounts of beer produced or purchased, boycott customers or suppliers, or allocate markets and customers.

ARTICLE III: Members

Section 1. Membership:

Membership shall be open and available to any individual of 21 years or older, partnership, or corporation who pays the membership dues as may be established from time to time by the Board of Directors and is actively engaged in the production of beer within the State of New York.

Section 2. Definition of a Brewery Member:

A brewing organization based on Long Island that brews common brands, names and formulas. The member must hold a BATF Brewer notice. The brewery must qualify for the Federal Excise Tax exemption applicable to brewers producing no more than 2 million barrels of product a year.

Section 3. Definition of an Associate Member:

Tradesmen and suppliers doing business with the brewing industry or any individual, partnership or corporation in an allied industry

or endeavor may be admitted as a non-voting Associate member. An Associate will pay minimum dues as set by the Board of Directors. The voting rights of an Associate shall be at the Board level only. An associate is eligible to be elected to the Board of Directors but may not serve as an officer of the Guild.

Section 4. Definition of a Retail, Distributor, Wholesale Member: Retail, Distributor, or Wholesale (RDW) licensees who sell Long Island beer and are deemed appropriate by the Board of Directors may be admitted as a non-voting RDW member. A RDW member will pay minimum dues as set by the Board of Directors. There are no voting rights for Retail members. A Retail member is not eligible to be elected to the Board of Directors.

Section 5. Definition of an Enthusiast Member: Beer enthusiasts may be admitted as a non-voting Enthusiast member. An Enthusiast member will pay minimum dues as set by the Board of Directors. There are no voting rights for Enthusiast members. An Enthusiast member is not eligible to be elected to the Board of Directors.

Section 6. Resignation:

Any Member in good standing may resign from the Guild upon delivery of written notice to the Guild before the effective date of the resignation. The resigning Member is responsible for dues assessed up to the effective date of the resignation.

Section 7. Expulsion:

A Member may be suspended or expelled from membership by action of the Board of Directors for non-payment of dues, fees or for the violation of any provision of these Bylaws.

Section 8. Dues:

Members shall be required to pay annual membership dues in the following amounts; provided, however, such dues levels may be adjusted periodically by the Board of Directors. All dues are due

30 days after the mailing notice of dues by the Guild to each Member at the address of such Member on the books of the Guild.

- Brewer Member: Annual dues of One Hundred Dollars (\$100.00)
- Associate Member: Annual dues of Fifty Dollars (\$50.00)
- RDW Member: Annual dues of Twenty-Five Dollars (\$25.00)

Section 9. General Sources of Funds:

All the income from dues, assessments, gifts, or gain from the operation of the Guild shall be for the sole use of the Guild, and no division thereof shall, at any time, be made to any member, except in reasonable payment of services rendered by any member to the Guild, at the request of the Board of Directors.

ARTICLE IV. REPRESENTATION

Section 1. Voting Rights:

For the purposes of voting for the Board of Directors and any other official Guild business each member shall have one vote. Voting by proxy shall not be allowed. Only active members or their representatives, in good standing, are entitled to cast votes in matters of the Guild. All members are eligible to serve on committees.

Section 2. Nominations for Board of Directors Positions:

Subsection 1. Ninety days prior to the annual general membership meeting the Officers shall appoint a nominating committee of three members, not more than one of whom shall be a member of the existing Board of Directors. The nominating committee shall ensure that members have an opportunity to submit names for consideration prior to making its final nominations.

Subsection 2. Nominations shall be submitted to the membership at least thirty days in advance of the annual meeting. Directors of the Board are individual representatives of the member organizations

and not the member entities themselves. There shall be no more than one individual representative nominated per brewing organization.

Subsection 3. Any Regular member shall have the right to nominate a candidate, including himself by notifying the Guild prior to 30 days before the election.

Section 3. Election to the Board of Directors:

Will be held at the annual general membership meeting right after the Chair entertains nominations from the floor and the nominations are closed. Board members will be elected as follows: A minimum of [NUMBER] regular member directors will be elected by the regular members and one associate members director. In the event no Associate member is able to serve, a regular member will be elected by the Associate members to fill this position. There will be maximum of [NUMBER] directors. In the event of a tie the nominee who received the most votes on the per barrel OLCC taxable removals will become the elected board member. Members unable to attend the annual general membership meeting may vote by written ballot which shall be sent with nominations thirty days in advance of the annual meeting. Ballots may be mailed, faxed or otherwise delivered to the Guild and will be accepted up to five o'clock p.m. on the day prior to the annual general membership meeting.

Section 4. Vacancies:

If a vacancy occurs in the office of the President of the Board of Directors, the Vice President shall serve as President for the remainder of the term. Vacancy in the office of Vice President, Treasurer or a director position shall be filled for the balance of the unexpired term by nominee(s) submitted by the President and approved by the Board of Directors.

ARTICLE V. OFFICERS

Section 1. Officer Positions

The Officers of the Association shall be the President, Vice President, Secretary and Treasurer.

Section 2. Term of Office

The term of office for each Officer is two (2) years and shall commence on the first of the calendar year.

Progression Option: After a two (2) year term, the President shall step down and the Vice President moves to the position of President. The Secretary moves to the position of Vice President and the Treasurer moves to the position of Secretary. The Nominating Committee, or Board of Directors if no Nominating Committee exists, shall nominate and elect a new Treasurer with a majority vote.

It is at the discretion of the Board of Directors whether to enforce Officers' progression requirements or to override by a quorum majority vote.

Section 3. Qualifications of Officers

All Officers must be in good standing and reputation in the Association and within the Community-at-large. Directors must minimally complete one (1), two (2) year term as a Board member in order to qualify for an Officer position.

Section 4. President

The President shall preside at all meetings of the Association and the Board of Directors. The President shall also perform the usual and customary duties of President. It shall be the duty of the President to inform the Board of Directors if he/she is unable to attend any Association or Board meeting.

Section 5. Vice President

The Vice President shall perform the duties of the President during his/her absence or inability to act. The Vice President shall

perform such other duties as the Board of Directors or the President may request. The Vice President is the President-Elect.

Section 6. Treasurer

The Treasurer shall have custody of the Association's funds, which shall be kept in bank accounts approved by the Board of Directors and shall keep accurate records of receipts and disbursements of funds.

Section 7. Secretary

The Secretary shall keep accurate records of Board meetings through Agenda Outlines and Meeting Minutes and any other written proceedings. The Secretary shall also inform the Board of Directors and the General Members of any and all meetings.

ARTICLE VI. COMMITTEES

Section 1.

The Board may create committees as needed, such as fundraising, technical, finance, etc. The Board President appoints all committee chairs.

Section 2: Finance Committee.

The Treasurer is chair of the Finance Committee, which includes at least one other Board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, an annual budget with staff and other Board members. The Board must approve the budget. The fiscal year shall be the July 1 to June 30. The financial records of the organization are public information and shall be made available to the membership and Board members upon request.

ARTICLE VII: MEETINGS

Section 1. Annual Meeting

The annual meeting of the members shall be held [TBD- TO BE DISCUSSED BY MEMBERS]

Section 2. Special Meetings

Special meetings of the members for any purpose or purposes unless otherwise prescribed by statute may be called by the President, by thirty percent vote of the Board of Directors, or by the written request of holders of at least thirty percent of the votes entitled to be cast on each issue to be considered at the special meeting.

Section 3. Notice of Meetings

Written or printed notice stating the date, time, and place of a meeting of the members, the purpose or purposes for which the meeting is called, shall be given by or at the direction of the President, the Secretary, or the Officer or person(s) calling the meeting to each member of record entitled to notice of or to vote at such meeting, not less than one day and not more than 30 days before the meeting.

ARTICLE VIII: BY-LAWS

Section 1. Amendments

By-Laws may be amended by a majority of Brewery Members in attendance at a bi-annual Membership Meeting, provided notice was given at least thirty (30) days in advance of the meeting, or by a majority of mail ballots cast by Brewery Members. Brewery Members may vote through their representative or duly appointed proxy.

An amendment will pass with a majority affirmative vote of members returning written ballots by the stated deadline or a majority affirmative vote of Brewery Members present at a membership meeting.

Mail ballots must be sent to Brewery Members two (2) weeks in advance of a deadline date. The Board may authorize mail ballots in accordance with Board policy.

Section 2. Interpretation

The Board of Directors' reasonable interpretation of the bylaws shall be considered the correct interpretation when reached by majority vote.

Section 3. Implementation

These bylaws shall become effective immediately upon adoption.

ARTICLE IX. SEAL

Section 1.

The corporate seal will have inscribed upon it the name of the Long Island Craft Brewers Guild and such other appropriate language as may be prescribed by the Board of Directors.

Section 2.

Use of the Seal or other logos created by the Association will be subject to qualifications deemed appropriate by the Board of Directors. Specific permission is required when using such seals or logos.

ARTICLE X: DISSOLUTION

If the Association should be dissolved, no member will receive any portion of its remaining assets or property. Upon dissolution, the balance of any assets or property of the Association which remains after all debits or obligations are paid will be distributed to any other non profit corporation which has been selected by the Associations Board of Directors and has been determined by the Internal Revenue Service to be exempt from federal taxes.

ARTICLE XI: INDEMNIFICATION

Subject to conditions and qualifications set forth in the Not-for-Profit Corporation Law of the State of New York, the corporation shall indemnify any person made a party to an action by or in the right of the corporation, against the expenses, including attorneys'

fees actually and necessarily incurred by him or her in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such person is adjudged to have breached his duty to the corporation, as such duty is defined in Section 717 of New York Not-for-Profit Corporation Law.

Subject to the conditions and qualifications set forth in the New York Not-for-Profit Corporation Law, the corporation may also indemnify any director or officer, or member of the Advisory Board of the corporation made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation, domestic or foreign, which he or she served in any capacity at the request of the corporation, against judgment, fines, amounts paid in settlement and expenses, including attorney's fees, actually and necessarily incurred as a result of such action or proceeding, if such person acted in good faith for a purpose for which he or she believed was in the best interest of the corporation, and also in criminal actions or proceedings if he or she had no reasonable cause to believe that his or her conduct was unlawful. The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself create presumption that any such person did not act in good faith, for a purpose itself create a presumption that any such person did not act in good faith, for a purpose which he or she reasonably believed to be in the best interest of the corporation or that he or she had a reasonable cause to believe that his or her conduct was unlawful.