



BY-LAWS AND CHARTER OF THE OAK PARK HOMEBREWERS

Revision 0

ARTICLE I - IDENTITY AND PURPOSE

SECTION 1. IDENTITY

“Oak Park Homebrewers” (herein referred to as *“Club”* or *“OPHB”*) is a non-profit social organization, established and organized under the laws of the State of Illinois and is an American Homebrewers Association (AHA) sanctioned homebrew club.

SECTION 2. STATEMENT OF PURPOSE

Oak Park Homebrewers is an organization comprised of like-minded individuals dedicated to the art of homebrewing and the advancement of craft beer. *OPHB* will provide members and non-members alike the opportunity to learn and share knowledge about homebrewing and the enjoyment of well-crafted beer. . The *Club* and its members will promote the quality, bold character and fun in beer, along with promoting responsible drinking.

SECTION 3. GOALS

- Promote the hobby and enjoyment of amateur brewing
- Advance our own and each other's brewing knowledge and skill in a collegial and cooperative environment
- 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
- Promote the responsible use of alcoholic beverages

SECTION 4. PARTICIPATION

Participation in *Oak Park Homebrewers* shall be open to any person interested in the appreciation and production of crafted fermentable beverages, and who is of legal drinking age in the State of Illinois.

SECTION 5. NON-FOR-PROFIT STATUS

Oak Park Homebrewers intends to file in the future as an Illinois Not for Profit Corporation and a 501(c) tax exempt organization.

ARTICLE II - MEMBERSHIP

SECTION 1. MEMBERSHIP POLICIES

A. MEMBERSHIP ELIGIBILITY

Any person of legal age to consume alcoholic beverages in the State of Illinois who is interested in the advancement of craft beer and/or homebrewing, who will support and comply with the By-Laws and basic policies of the *OPHB*, is eligible to become a member. Membership in this *Club* is available without discrimination and Members are not required to brew beer.

B. ACCEPTANCE

A prerequisite for membership consists of the submission of a written Membership Application (attached hereto as Exhibit A) to the *Club* and a current picture ID with proof of age. Upon acceptance, the applicant's contact information will be recorded in the member roster. *OPHB* By-Laws and other archived documents shall be available to any member upon request.

SECTION 2. MEMBERSHIP ORGANIZATION

A. BOARD OF DIRECTORS

The purpose of the Board of Directors ("the Board") is to provide responsible leadership and an administrative structure to conduct business. The Board shall be responsible for the management of the affairs of the *Club*. It shall consist of five offices, which will be elected by the General Membership, as follows:

- President
- Vice President
- Secretary
- Treasurer
- Sergeant at Arms

1. ELECTION OF OFFICERS

Election of Officers shall be held at the Annual Meeting in January of each year, beginning in 2015. The Officers in place for 2014 (the founding year of the Club), or those acting in the capacity of any member of the Board shall assist and facilitate the transition of responsibilities to the initial Board following the first Election of Officers.

An Election Committee shall be established by the Board and consist of the Vice President and the lesser of 1) 10% of the General Membership or 2) four (4) members of the General Membership at the October Meeting. The Election Committee shall be responsible for establishing and conducting the election process including but not limited to the acceptance of nominations, producing a ballot for each elected office, and the monitoring and counting of votes. Nominations shall be submitted to the Election Committee by the commencement of the November meeting. Only current members may be nominated, or nominate another current member, for an office. All nominations will be announced or otherwise posted by the conclusion of the December meeting and a ballot will be presented to each member of the General Membership at the December meeting. The nominee (for each position) receiving the highest number of votes is elected to the respective office.

2. TERM OF OFFICE

The term of office for the Board of Directors shall be for a period of one (1) year starting at the end of the January meeting.

3. MEETINGS

Board of Directors meetings shall be held 30 minutes before monthly meetings and/or as the Board of Directors otherwise deems necessary, with reasonable notice given to its members and to the General Membership. Board Meetings shall be called by the President or the Secretary upon request of at least three of the Board Members. The Board Meetings are open to the General Membership.

4. QUORUM

Three (3) shall constitute a majority of the Board of Directors and a quorum for the transaction of business at any Board of Directors meeting. In the event of a quorum not being present, a lesser number may adjourn the meeting to a future date.

5. VOTING

Each Director shall have one vote at the Board of Directors Meetings. While the General Membership may attend the Board of Directors meetings, voting on business issues at these meetings is reserved for the Board Members. This 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 of the **OPHB** By-Laws.

6. VACANCIES

If for any reason a vacancy occurs on the Board of Directors, the vacated office shall be filled by a majority vote of the remaining Board at a Special Board Meeting. The newly appointed officer will assume the duties of the vacated office until the next scheduled election of officers. If the office of President should become vacant, the Vice President would assume the duties of the President until the Board of Directors could elect a new President, who would then serve the remainder of the term of office of the President.

7. REMOVAL OF DIRECTORS

Any one or more of the Directors may be removed for cause, at any time, by a majority vote of the General Membership at a regular monthly meeting or through a Special Meeting called by the General Membership for that purpose.

8. DUTIES OF BOARD OF DIRECTORS.

The duties and responsibilities of the Board of Directors shall be as follows:

a. PRESIDENT

- Shall be the chief spokesperson for the **OPHB** and act as liaison between the **Club** and the community
- Shall call all Meetings of the General Membership and the 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 **OPHB**.
- Shall create committees and coordinate the efforts of all Standing Committees with assistance of the other Board Members
- Shall recommend 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

b. VICE PRESIDENT

- In the absence of the President or other Board Member, all the responsibilities and duties of the absent Board Member 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 **Club**
- Shall work with the President to recommend, determine and implement policy decisions made by the Board of Directors

- Shall assist in the appointment of committees and be responsible for directing and advising committees formed by the Board of Directors
- Shall maintain the official **Club** calendar which should also include committee activities, beer festivals, homebrew competitions, and any events relative to the purpose of the **Club**
- **Shall with the Treasurer on a quarterly basis conduct a review of the Club's financial statements and transactions conducted on behalf of the Club**

C. SECRETARY

- Shall keep written minutes of all meetings of the General Membership and the Board of Directors and forward a copy of these minutes to the President as soon as possible.
- Shall bring copies of the previous month's meeting minutes for review and acceptance by General Membership into official **Club** records
- Shall present to the Board of Directors at their meetings all communications addressed to the **Club** and minutes of the previous Board of Directors meeting
- Shall attend to all correspondence and perform all duties incidental to the office of Secretary.
- Shall maintain the archives of all official **Club** documentation
- Shall provide support to the Board of Directors to promote good communications within the **Club**
- Shall serve as proofreader of all printed communication as requested or required
- Shall check ID's of new members when joining and verify information is complete when accepting the application form for joining the **Club**
- Shall keep all membership applications in a permanent file organized by year

D. TREASURER

- Shall have the responsibility of the care and custody of all **Club** funds and will be required to make all deposits for the **Club** into its account or accounts and 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 verbal statement of the condition of the finances of the **Club** at each General Meeting and Board of Directors meeting.
- Shall keep correct books of account of all the **Club** business and transactions and shall exhibit, at all reasonable times, the books and accounts to any members when requested
- Shall manage the purchase, sale and inventory of all **OPHB** merchandise.
- Shall do and perform all other duties normally pertaining to the duties of the Treasurer

B. MEMBERSHIP

Membership is unlimited and open to all as outlined in Article II, Section 1. A Membership Term shall run from February 1 through January 31 of the following year.

1. DUES

Dues shall be assessed annually by the Board of Directors at the beginning of their term in office. Any increase in dues from the previous Membership Term shall be subject to approval by a 2/3 majority vote under quorum by the General Membership. Any General Member who has yet to pay in full all dues and/or any other outstanding balance owed from previous years may not cast a vote concerning an increase in dues unless any balance is paid in full before such vote

Dues are calculated per annum, beginning in January and ending in December. Dues for a Member joining during a Membership Term shall be prorated as: the number of months remaining in the Membership Term (including the month of becoming a Member) divided by the total number of months in the Membership Term, multiplied by the per-annum dues. Dues are non-refundable.

The initial Board of Directors shall collectively determine an appropriate annual dues amount for the first Membership Term and present the dues proposal to the General Membership at the first meeting during the Membership Term. The General Membership must ratify the proposed dues amount by 2/3 vote to be held at the

same meeting.

Dues will be used to pay for, but not limited to; the procurement, maintenance and updating of the **Club** website, insurance, **Club** marketing materials and/or event entry fees. Dues may also be used to purchase items for **Club** brew events provided the resulting brew or other items will inure to the benefit of the **Club** (i.e. served at an event or **Club** party).

4. MEETINGS

The **OPHB** shall have one (1) regularly scheduled meeting each month.

- **GENERAL MEMBERSHIP MEETINGS:** Shall be held monthly at a predetermined set time and location. The location may be changed by the Board of Directors with a two-week notice to the current members by email or posting on the **Club** web forum. A quorum is required to conduct business at any meeting of the **Club** and unless otherwise noted in these By-Laws, a quorum shall be thirty percent (30%) of the current members as recorded on the member roster at the official opening of the meeting by the President.
- **ANNUAL MEETING:** Shall be held in January each year at the regularly scheduled General Membership Meeting for electing the Board of Directors, for considering proposed By-Law Amendments, and for normal business. A quorum (30%) must be present to conduct this meeting.
- **EVENTS:** **Club**-sponsored events, **Club**-involved parties, field trips, workshops, and pub-crawls may be organized and approved during General Membership Meetings. Announcements will be made to all current members electronically. There may be additional requirements or fees involved in these types of events. Examples include, but are not limited to: contributing food, beer, equipment and/or ingredients..

5. VOTING

All **OPHB** members in good standing of are eligible to vote and absentee voting will be allowed for these members as defined below. Any issue, other than proposed By-Law Amendments and the Election of Officers may be considered and voted on by the membership at any General Membership Meeting. After discussion of the issue, the President will call for a vote by a raise of hands or verbal 'yea' or 'nay'. For Amendments to the By-Laws, Requests to propose changes will be introduced at one meeting (1st), Proposed By-Law changes/amendments will also be sent to all current members via email and/or posted on the **OPHB** online forum so that all members will know of the proposed change. The proposed changes will be discussed at next meeting (2nd) and voted on at the following (3rd) meeting.

- Absentee Voting – Will be allowed via email to the Secretary (who will record your vote) and to the Vice President who will cast your vote on the day of voting.
- Proxy Voting will not be allowed in the club as Absentee voting provides every Active member a method to have their desires heard without going through a Proxy.

SECTION 3. MEMBERSHIP STRUCTURE

A. STANDING COMMITTEES

All Standing Committees shall be comprised of five (5) members from the General Membership with one member selected by the Committee members as the Committee chair. The Committee chair shall be responsible with providing the General Membership with an update of the Committee's activities, plans and scheduled events at each General Membership meeting.

There shall be the following Standing Committees:

1. COMPETITION COMMITTEE:

- Responsible for organizing and conducting the *Club*'s annual homebrew competition open to Members and non-members. This committee will ensure that the annual competition is properly sanctioned by the American Homebrew Association.
- This committee, working with the Vice President to keep the *Club* calendar updated with homebrew competition dates and entry deadlines will provide rules and guidelines for members wanting to enter beer competitions.
- This committee, working with the Events Coordinator / Treasurer, shall make all arrangements for hosting and managing any beer competition(s) that require special arrangements including finding a facility and judges to host the competition.

2. MERCHANDISE COMMITTEE:

- This committee, working with the Events Coordinator / Treasurer will offer suggestions for merchandise ideas and research procurement of merchandise for sale to increase *Club* revenue.

3. EVENTS COMMITTEE:

- This committee, working with the Events Coordinator / Treasurer will plan all arrangements with for official *OPHB* parties, demonstrations, outings, and all other *Club* sponsored events.
- May form sub-committees for planning parties and staffing official events.

B. AD HOC COMMITTEES

There may be any number of temporary committees.

1. ELECTION COMMITTEE:

An election committee shall be established by and will run the election process, take nominations and produce a ballot for each elected office.

- Election Committee shall be appointed by the Board of Directors at the October Meeting and shall consist of the Vice President and 10% of the General Membership (minimum 2 members).
- The Committee shall follow the guidelines established in these By-Laws.
- The Committee will be chaired by the Vice President who shall lead the Committee in all activities.

The Committee will determine eligibility of nominees, create a ballot, oversee the elections and announce the results during the Annual Meeting held in January.

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.

The Treasurer shall be responsible for the disbursement of all monies of *OPHB* and shall keep a record of all such disbursements. All disbursements shall be at the direction and approval of the Board of Directors. Disbursements in excess of fifty dollars (\$50.00) shall require a quorum and majority vote of the General Membership

SECTION 2. OPERATING EXPENSES

The *Club* must make available funds for purchases the *Club* has deemed to make.

SECTION 3. BUDGETING

At such time the balance in the checking account reaches \$2000, the Treasurer shall submit a Proposed Annual Budget to the Board of Directors immediately following the October General Membership Meeting for discussion, changes and approval. Once the Board approves the Budget, it is then submitted to the members at the November General Membership meeting for discussion, changes and approval. The Budget should include the current year-to-date gross revenue, estimated future gross revenue and the source of both. The report should also include the current year's expenditures and the proposed distribution of funds for the coming year along with the net balance of assets. The Treasurer can 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 is 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, but Budget approval will be made by majority vote of the General Membership.

SECTION 4. FISCAL YEAR

The fiscal year of *OPHB* shall be from January 1st through December 31st of each year.

ARTICLE IV - GOVERNING LAW

SECTION 1. STATE OF ILLINOIS AND FEDERAL STATUTES

Unless otherwise specified in these By-Laws to the contrary, matters concerning the operations of the *OPHB* shall be handled in accordance Illinois and Federal Statutes regarding non-profit and/or tax-exempt status for *clubs*.

ARTICLE V - ORDER OF BUSINESS

SECTION 1. PROCEDURES

In order to conduct business as thoroughly as possible our meeting will be held in the “Socratic Method” for all matters not specifically covered in these By-Laws.

SECTION 2. MEETINGS

The President shall preside over all meetings and events of the *Club*. The President shall prepare a written agenda prior to each meeting and post them for members to review. This agenda should include the following: Prior meeting minutes, account balance, bills due and new business.

- A. President - Calls meeting to order
- B. President checks in with the various Committees for Reports and reports new members – as needed
- C. President brings up Old Business (discussions from previous minutes), then asks if anyone else has any old business
- D. President introduces New Business from the agenda and ends by opening the floor to new business from the membership.
- E. Adjournment of Regular Meeting

ARTICLE VI - DISPOSAL OF CLUB ASSETS

SECTION 1. PROCEDURE

In the event of dissolution of the *Oak Park Homebrewers*, the assets will be distributed by the Board of Directors to a likeminded group working for the advancement of craft beer and homebrewing.

ARTICLE VII – AMENDMENTS

SECTION 1. PROCEDURE

From time to time it may be necessary to modify this Charter. The procedure shall be as follows:

- Any Member with voting privileges may petition to modify this Charter. The petition shall include the reason for the change, and specify the article and section where the change will occur (if applicable), and what the change will be.
- Having drafted a petition including the language to be inserted into this document, the individual Member may then present it to Members of the club during the “new business” portion of a Membership Meeting. Any proposed change should be presented alongside the original language of this document.
- After presentation, Members with voting privileges shall vote on whether or not to accept the resolution for consideration.
- The resolution shall be posted in the newsletter and on the *Oak Park Homebrewers* web forums after initial membership approval.
- At the next Membership Meeting, Members with voting privileges will vote regarding the resolution, either openly or via secret ballot. Absentee ballots shall be collected by a method determined by the President and approved by the Elected Officers according to quorum. A 2/3 majority is required for Charter modification.
- If the resolution is adopted, an archival/reference version of this Charter shall be updated with the stricken language presented in strikethrough (example) and the inserted language presented in underlining. The updates shall be committed and saved as the updated Charter.
- If the new resolution does not alter the current Charter but adds a new concept not already present, it shall instead be added as an Amendment.

In addition to the above, the Elected Officers may present to the Members for consideration an Amendment to the Charter. The Amendment shall be adopted if approved by a 2/3 majority vote under quorum by Members with voting privileges.

Amendments that augment or add-to the Charter, rather than merely modify existing provisions, shall, when practicable, be added to the Amendments section below.