Bylaws

Madison Home Brewers and Tasters Guild, Ltd.

Restated Bylaws

I. Membership
   A. Any natural person is eligible to apply for membership. A strict policy of nondiscrimination shall govern acceptance of membership applications and participation in all Guild activities.
   B. The Guild shall have one class of membership, Active Members. Active Members shall be those members who are engaged in the legal production and/or appreciation of homebrewed and commercial beer. Active Members are the voting members of the corporation.
   C. All Active Members shall pay annual dues as determined by the Board of Directors.
   D. All Active Members shall be current in the payment of their annual dues.
   E. Lapse of membership results in forfeiture of club privileges, including voting rights, appointed and elected office positions. A thirty day grace period is allowed to fully reinstate Active Member status and forfeited club privileges.
   F. Applications for new membership shall be made available, received, and acted upon by the Board of Directors.
   G. The membership shall meet on a regular basis, not less than 10 times each year, as scheduled by the Board of Directors. The annual meeting of the membership shall be held not later than April 30.

II. Elected Officials
   A. The Elected Officials of the Guild shall be Active Members.
   B. The Elected Officials of the Guild shall include the officers (President, Vice President, Secretary, Treasurer and Great Taste Chair) and four at-large directors.
   C. No individual may hold more than one elected office concurrently.
   D. An annual election of the Elected Officials of the Guild shall be by a vote open to all Guild Active Members.
   E. Annual Election Procedures for the Elected Officials of the Guild shall be approved by a majority vote of the Active Members present at a membership meeting.
   F. All Active Members shall be eligible to serve as Elected Officials of the Guild, except for the position of Great Taste Chair.
   G. There shall be eligibility requirements for the position of Great Taste Chair. To be eligible for Great Taste Chair one must have previously served as Great Taste Chair, previously served as Assistant Great Taste Chair as appointed by the Great Taste Chair, previously served as President of the Guild for at least one year or previously served on the Board of Directors for at least two years.
   H. Two two-year at-large directors shall be elected annually. Any additional at-large director vacancies shall be filled during the annual election of Elected Officials in accordance with the Elected Official Succession Plan.
   I. All annually elected Elected Officials shall serve one-year terms except two at-large directors who shall serve two-year terms. If one or two additional at-large directors are elected to fill at-large director vacancies in accordance with the Elected Official Succession Plan, they shall serve one-year terms.
   J. All annually elected Elected Officials terms of office shall begin on January 1 and end on December 31, or until their successors have been elected and qualified.
   K. All Elected Officials shall be eligible to seek reelection to their current position or any other Elected Official position.
   L. At-large directors entering the second year of their terms may seek election to any other Elected Official position, except at-large director, without resigning their current at-large director position.
   M. Candidates for elected office may run for only one elected office in each annual election.
   N. The Elected Officials shall perform such duties as are ordinarily assigned to such Elected Officials in the normal course of business.

O. The President and Great Taste Chair shall have authority to sign all documents within the scope of the implied or express authorization of the Board of Directors, the corporation Law, and the Articles of Incorporation and Bylaws of this corporation.
P. The President and Great Taste Chair can, at their discretion, designate other Active Members to enter into specific contracts.
Q. The Secretary and Treasurer shall perform the usual duties of those offices.
R. Any Elected Official may be removed by the Board of Directors at any Board of Directors meeting upon the vote of seven of the nine Board of Directors for the removal.

III. Elected Official Succession Plan

A. The Vice President shall act as President in the absence or temporary disability of the President.
B. The Vice President shall immediately assume the office of President for the remainder of the current term of office if the office of President is vacated.
C. If any of the Elected Official positions other than the President are vacated, the President may nominate a replacement for that Elected Official position.
D. All such nominees shall be Active Members of the Guild in good standing.
E. The nominee shall be confirmed by a simple majority vote of a quorum of the Board of Directors at a regularly scheduled or special meeting of the Board of Directors.
F. If the Board of Directors votes not to confirm the nominee, the President may make a new nomination.
G. The confirmed nominee shall serve as an Elected Official until December 31st of the current calendar year.
H. If a vacated Elected Official position is filled by a current Elected Official and another Elected Official vacancy is created, the President may nominate a replacement for that position. This process may be repeated until all Elected Official positions are filled.
I. If the vacated position is a two-year at-large director in the first year of their term, a one-year at-large director shall be elected to fill that position during the next annual election of Elected Officials.
J. If more than two at-large directors are to be elected during the annual election of Elected Officials, the two at-large director candidates with the highest vote totals shall serve two-year terms. If a third at-large director is to be elected, the at-large director candidate with the third highest vote total shall be elected to a one-year term. If a fourth at-large director is to be elected, the at-large director candidate with the fourth highest vote total shall be elected to a one-year term.
K. All vacant Elected Official positions shall be filled in accordance with the Elected Official Succession Plan.

IV. Board of Directors

A. The Board of Directors shall consist of the elected officers and at-large directors.
B. The terms of the Board of Directors shall be concurrent with the terms of their Elected Official positions, except for appointed at-large director terms defined in the Elected Official Succession Plan.
C. Meetings of the Board of Directors shall be open to all Guild Active Members.
D. The Board of Directors shall establish a schedule of regular meetings at such times and places as it shall determine. Distribution of a schedule of times and places of regular meetings to all of the Board of Directors shall constitute sufficient notice to conduct any legal business of the Board of Directors at meetings held as scheduled.
E. Special meetings of the Board of Directors may be called by an officer or any two at-large directors upon actual notice to all directors at least 24 hours in advance of the meeting.
F. A quorum of the Board of Directors shall be a majority of the Board of Directors in office.
G. The Board of Directors shall consult with the membership actively and frequently.

V. Administration and Rules

A. The Board of Directors may create such temporary and standing committees as per its discretion. The powers of such committees shall be specifically stated by resolution of the Board of Directors, and in no case shall any such committee exceed the powers conferred by said resolution. The Board of Directors may appoint an executive committee consisting of three Directors which shall have the powers of the Board of Directors with respect to management of the affairs of the corporation conferred by Section 181.0825 of the Wis. Stats. as that statute may be amended from time to time.

B. The Board of Directors may designate advisors and advisory panels consisting of nondirectors, and may authorize the participation of advisors on a nonvoting basis in the affairs of the corporation.

C. Directors shall not receive compensation for the performance of their respective duties in their capacity as directors.

D. All directors and employees handling funds of the corporation shall be covered by fidelity bond for the faithful performance of their duties, in such amounts as may be required by the Board of Directors.

E. The Treasurer shall provide annual reports within 30 days following the end of the fiscal year that include a Statement of Financial Position and a Profit and Loss Report along with such accounting information or appropriate summaries in support thereof. After receiving said reports the Board of Directors shall determine annually whether to select accountants to review the books of account of the corporation and the scope of examination that the accountants shall pursue. Upon completion of the above reporting and review (if determined necessary), these reports shall be available.

F. Except as otherwise specifically provided by the Articles of Incorporation, these bylaws, or by resolution or rule duly adopted, meetings of the corporation and of any body of the corporation shall be governed by the most current edition of Robert's Rule of Order as published by HarperCollins or its successor.

G. The fiscal year of the corporation shall end on December 31.

H. The corporation shall have no seal.

VI. Enactment, Amendment, and Repeal of Bylaws

A. These bylaws may be amended by the Active Members at any meeting of the corporation, the notice of which included the subject matter of the amendment.

B. Amendment shall require the approving vote of 2/3 of Active Member votes cast.

The foregoing Restated Bylaws duly approved and adopted by the membership of the corporation this 2nd day of June, 2004.

Sections II.A. and V. amended 3 November 2004.
Section IV E. amended 2 April 2008.
Sections I, II, III, IV, V and VI amended 5 March 2014.
Section II.G amended 6 April 2016.

End of Bylaws