



MANUAL OF OPERATIONS

Approved by the Board of Governors - October 20, 2014

Amended by the Executive Committee – 10/11/17, 5/11/21, 10/11/22

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I. ADMINISTRATION

I.A. ELECTION OF OFFICERS

During the second regular meeting of the Board of Governors, the Board of Governors shall nominate members for the Nominating Committee, which consists of five (5) professional members, one (1) of whom shall be the Immediate Past President. The Board of Governors shall have seven days past the second regular meeting to submit committee nominees to the President. If there are not enough nominees provided to complete the committee, the Executive Committee shall put forth nominees. From the submitted nominees, the President shall within 30 days of the second regular meeting name and charge the Nominating Committee.

If a District(s) chooses to put forth a slate, this slate must be presented to the Nominating Committee sixty (60) days prior to the First Regular Annual Board of Governors meeting. Any slate proposed by a District must include approved minutes of the meeting at which the slate was voted on by the District membership showing the vote results.

All proposed slate(s) must be completed and presented to the Executive Board thirty (30) days prior to the First Regular Annual Board of Governors meeting. Any slate shall include a nomination for President, First and Second Vice Presidents, Treasurer, and Treasurer-Elect, when applicable. In the event any of the nominees find it necessary to withdraw after nomination, the Executive Committee shall appoint a replacement to the slate. The Nominating Committee shall verify the eligibility and the willingness of the nominee(s) to accept the nomination.

Said Nominating Committee must present one (1) or more slate(s) of officers, including any put forth by Districts, to the Board of Governors at the First Regular Annual Meeting of the Board of Governors, at which meeting the Board of Governors will review and vote to approve the slate(s) as presented. The First Regular Annual Meeting of the Board of Governors should occur prior to April 30.

The Board of Governors will then seek input from their District membership in preparation for a final vote at the Second Regular Annual Board of Governors meeting.

In the event that the Nominating Committee's slate is the only slate put forth at the meeting, the officers included in the slate shall be voted on by the Board of Governors. One (1) vote for the slate presented.

In the event that there is more than one (1) slate that has been submitted by the Nominating Committee based on the timeline and bounds presented above, the Board shall conduct a separate vote for each applicable office. The candidate for each office receiving the largest number of votes therefore shall be declared elected thereto.

Only Professional Members of the Association shall be eligible to hold elective office in the Association. Officers-elect shall assume office immediately upon final adjournment of the Second Annual Regular Meeting of the Board if the meeting is held in the fall. If the meeting is held at an earlier date, the Executive Committee will be responsible for setting the date of the transition. Officers of the Executive Board shall serve for a period of one (1) year, or until their successors shall have been qualified and elected.

I.B. OFFICERS RESPONSIBILITIES

I.B.1. PRESIDENT

- a. In addition to the duties specified in the bylaws, the President is responsible for developing/reviewing the strategic plan, and those duties which may vary with the issues of the Association.
- b. The President is the most visible officer of the Association and represents the Association directly or indirectly in all affairs of the organization outside the Association.
- c. The President will be in regular communication with the Executive Vice President and other appropriate staff.
- d. The President will decide if it is appropriate to proceed with Association business or refer matters to

the Board of Governors, the Executive Committee, staff, or other Committees.

- e. The President serves on the Executive Committee and may serve on any other committees of the Association at his or her discretion.
- f. The President appoints and provides a charge/timeline to all ad hoc and task groups as necessary to address the short-term issues of the Association.
- g. The President recommends the dates for the mid-year meeting of the Board of Governors.
- h. The President presides at the annual business meeting of the Association.
- i. The President will maintain communication with all Committees and Districts, updating them on the Board of Governors' actions and changes in the strategic plan and request reports on Committee activities.

I.B.2. FIRST AND SECOND VICE PRESIDENTS

In addition to the duties specified in the bylaws, the First Vice President is responsible for the duties described in the Manual of Operations and the strategic plan.

- a. The First Vice President will attend as many Association functions as possible in order to grasp the workings of the organization.
- b. The First and Second Vice Presidents serve on the Finance Committee, the Executive Committee, and other Committees deemed necessary by the President.

I.B.3. TREASURER

The Treasurer shall serve for a three (3)-year term of office and may be reappointed for one (1) additional three (3)-year term. At the option of the Executive Committee, an incoming Treasurer may serve for one (1) year as Treasurer-Elect without voting powers on the Executive Committee. This is to provide orientation and continuity in the position of Treasurer.

- a. In addition to the duties specified in the bylaws, the Treasurer will chair the Finance Committee and is responsible for organizing the agenda for its meetings. The Treasurer, as Chair of the Finance Committee, is primarily responsible for tracking the budget, proposing an annual financial plan to the Finance Committee, and developing budget goals three (3) years in advance.
- b. The Treasurer serves as an ex officio member of the Association's Foundation and serves as a member on the Executive Committee and other Committees as requested or needed.
- c. The Treasurer will request financial analysis of the Association's programs and services and potential new projects.
- d. The Treasurer is responsible for organizing the financial agenda for the Board of Governors' meetings.
- e. The Treasurer, in conjunction with appropriate Committees and staff, assures that surplus Association funds are invested properly.
- f. The Treasurer is responsible for other duties as specified in the strategic plan.
- g. The Treasurer maintains regular communication with the President, Board of Governors, Finance Committee, various other Committees, the Executive Vice President, staff finances director, and other staff regarding the Association's finances.

I.B.4. IMMEDIATE PAST PRESIDENT

The Immediate Past President will assist the President and First and Second Vice Presidents in carrying out the duties of the office.

- a. The Immediate Past President will serve on the Executive, Heritage, Nominating, and Award Committees.
- b. Past Presidents will receive complimentary Annual Conference registration and, if requested, their spouses will receive complimentary Annual Conference registration and tickets.

I.B.5. TECHNICAL DIRECTOR

- a. Reports to the Association President and to the Executive Committee.
- b. Prepares reports for the monthly Executive Committee meetings and twice yearly for the Board of Governors.
- c. Directs the following in conjunction with the appropriate Committees and staff:

- Educational offerings and programs
- Publications, including books and *Technical Quarterly*
- Website technical content and information

I.B.6. GOVERNORS

- The Board of Governors is, as required by law, the body with ultimate responsibility to direct and oversee the management and affairs of the corporation and ensure the corporation is operated appropriately in favor of its mission and in compliance with all obligations as a nonprofit charitable entity under both state law and federal tax law. Each Governor has a fiduciary responsibility to engage in their duties as a Governor with due care, obedient to all applicable laws, and with loyalty to the corporation's best interests. While the Board may delegate authorities to individuals such as officers and staff, it is still responsible for these overarching duties.
- In addition to the duties of the Board as specified by statute and in the bylaws, Governors often chair or serve on Committees as appointed by the President or First Vice President.
- The Executive Vice President and staff will provide new Governors with background information on current issues.

I.C. EXECUTIVE DIRECTOR

The Executive Director of the Association shall carry the title Executive Vice President/CEO. He/she shall be the chief administrative officer of the Association.

He/she shall maintain the headquarters of the Association and shall purchase, hire, or contract for such services, supplies, and equipment as are necessary for its operation and within the limitations of the budget fixed by the Board of Governors. He/she shall cause the accounts of the Association to be audited annually by a Certified Public Accountant.

He/she will work closely with the Officers and Board of Governors to define the vision of Master Brewers Association of the Americas and develop strategies to attain that vision.

He/she shall make an annual report to the Board of Governors, including the operations of the office and such other items as the Board may from time to time direct. The office of Executive Vice President/CEO shall carry a surety bond (blanket dishonesty coverage on all employees) at all times equal to or greater than the maximum amount permitted in the operating fund.

The Executive Vice President/CEO shall be an ex officio member of all administrative Committees of the Association. The Chair of each said Committee is responsible for keeping the Executive Vice President informed as to pertinent business before the Committee, including any meetings which are called. The function of the Executive Vice President/CEO shall be to guide Committee Chairs in their responsibilities and facilitate continuity of activities and operations of the Committees.

The Executive Vice President/CEO may delegate any and all of the above to senior members of the staff when circumstances dictate.

I.D. FUNDS/CONTRACTS

I.D.1. HANDLING OF FUNDS

The funds of the Association shall be deposited only in banks covered by Federal Deposit Insurance or in investment securities approved by the Finance Committee. There shall be two or more accounts, maintained in accord with the following requirements and safeguards:

- A deposit/checking account into which all moneys received by the Association shall be deposited. This account shall be an interest-bearing account. Transfers from this account to regular checking accounts shall be made by individuals designated by the Board of Governors.
- A checking account for all operating expenditures shall be established. Deposits into this account shall be made by transfer from the general deposit account. The operating account is a checking account

established to pay ongoing obligations of the Association. The account shall maintain only the balance required to cover checks outstanding. Checks drawn on this account shall be signed by the Executive Vice President or an alternate on the staff approved by the Executive Vice President. Individuals signing checks will not have responsibility for reconciliation.

- c. Cash reserves of the Association should be deposited in commercial banks and/or savings and loan associations of good reputation and having substantial holdings in government securities or other investments as approved by the Finance Committee. Cash reserves of the Association, as well as other funds, may be pooled with those of its administrative sister society, in order to maximize accrued interest.
- d. The Association shall maintain a liability policy in the amount of three million dollars. This policy is to cover the Headquarters office, the meetings of the Board of Governors, the Annual Conference, and any special meetings of the Association.

In accordance with Minnesota's enacted Uniform Prudent Management of Institutional Funds Act (UPMIFA), Master Brewers Association of the Americas requires for any gift designated by a donor to the corporation's endowment fund(s) the preservation of the gift's fair market value as of the gift date be held and maintained as a donor-restricted endowment fund, absent donor stipulations to the contrary. As a result, Master Brewers Association of the Americas classifies as permanently restricted net assets (a) the original value of the gifts donated to the permanent endowment and (b) the original value of subsequent gifts to the permanent endowment. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure. From time to time, the fair market value of assets associated with any one donor's donor-restricted endowment funds may fall below the level that the donors required Master Brewers Association of the Americas to retain as a fund of perpetual duration. In accordance with Generally Accepted Accounting Principles, deficiencies of such nature are reported in unrestricted net assets.

I.D.2. STAFF TRAVEL EXPENSES

Budgeted travel by the Executive Vice President and staff shall be approved by the Finance Committee and the Board of Governors as part of the annual budget. The Executive Vice President must approve and initial the expense account disbursements of all staff members, reviewing same for appropriate documentation in accord with accountable plan rules. Likewise, the Executive Vice President must file travel expense account documentation of disbursements with and have them approved by the Treasurer.

I.D.3. OFFICERS AND/OR BOARD OF GOVERNORS EXPENSES

Each member of the Board of Governors (BOG), Executive Committee, and Committee Chair of the Master Brewers Association of the Americas (MASTER BREWERS) present at any authorized meeting shall upon written request, and upon submission of supporting documentation deemed necessary by the BOG, be reimbursed by the Association for expenses incurred in attending such meeting.

- a. Executive Committee members will receive two (2) nights complimentary hotel at a MASTER BREWERS contracted hotel. MASTER BREWERS will cover economy airfare, and travel must be booked no later than thirty (30) days prior to the meeting using the MASTER BREWERS travel agent. Meals covered include the day prior to the BOG meeting and through the BOG meeting and are limited to \$50.00/day.
- b. BOG members attending the MASTER BREWERS Annual Conference will receive one (1) night complimentary hotel and economy airfare, if requested (same terms as prior statement). Meals covered include the day prior to the BOG meeting and through the BOG meeting and are limited to \$50.00/day.
- c. BOG members not attending the MASTER BREWERS Annual Conference will receive up to two (2) nights complimentary hotel at a MASTER BREWERS contracted hotel. MASTER BREWERS will cover economy airfare, and travel must be booked no later than thirty (30) days prior to the BOG meeting using the MASTER BREWERS travel agent. Meals covered include the day prior to the BOG meeting and through the BOG meeting and are limited to \$50.00/day.
- d. Expense form and receipts are required for reimbursement of the above expenses and must be turned in no later than thirty (30) days after the meeting.

The Board of Governors shall authorize the Executive Vice President to maintain an Officers and Governors liability policy in the amount of one (1) million dollars. The premium shall be included in the annual budget.

I.D.4. CONTRACTS

The Board of Governors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

I.E. DISTRICTS

I.E.1. MODEL MANUAL OF OPERATIONS

The articles and bylaws of each Chartered District of the Association must follow the form and be in accord with the requirements of Terms 5-7 of the Association's Chartered District Agreement.

I.E.2. DISTRICT INSURANCE

Each District must carry their own General Liability and D&O (Directors and Officers) Liability insurance. Because they are separate legal 501c3 organizations they are not covered under Association's policy.

I.E.3. ANNUAL REPORTS TO BOARD OF GOVERNORS

Each District and Committee Chair shall submit, when requested, a brief report of activities undertaken by the District and Committee during each year. The District reports shall republish that report with an annual report of District officers then serving and a finance report to the Board of Governors on the completed year. These reports shall be sent by the District Governor or designate and Committee Chair to the Executive Vice President no later than one (1) month before the Board of Governors meeting at which they are due.

I.E.4. APPLICATION, APPROVAL, OR DENIAL FOR DISTRICT

It shall be the duty of the Board of Governors upon receipt of the application for a District Charter to consider the same at its next regular meeting. If the Board shall find the District organizers and members qualified, and if the District organizers' proposed organizational documents are consistent with the articles, bylaws, amendments to bylaws, policies, and regulations of the Association, the Board shall recommend for approval by a majority vote of the Board present and entitled to vote.

If the application for a District Charter is approved by the Board of Governors, the President shall so advise the Association Headquarters' staff as well as the individual designated as the Secretary of the proposed District.

If, following submission of the application, the Board does not approve the application by a majority vote of the members present and entitled to vote, the decision is final although subject to appeal as detailed here. If the Board finds the applicant for a District Charter not qualified, it shall specify such to the applicants in writing.

I.F. MEMBERSHIP

I.F.1. DUE DATE AND COLLECTION

Dues are payable on or before the last day of the month that the member joined in. If a candidate is reapplying for membership after lapsing, then the date of reapplication will be considered the new renewal date. Members shall pay their dues, fees, and assessments directly to the Association Headquarters. Dues statements for the forthcoming year for each member shall be provided to each member sixty (60) days before the due date. Dues statements shall also include additional dues, fees, and assessments as directed by the Districts. Each District shall be reimbursed by the Association Headquarters for these additional dues, fees, and assessments collected on its behalf. Reimbursements of the Districts' additional dues, fees, and assessments shall be sent by the end of the following quarter for the previous quarter's receipts. Each member shall be responsible to ensure their dues, fees, and assessments are sent directly to the Association Headquarters.

I.F.2. MEMBERS AFFILIATED WITH A DISTRICT

Members may affiliate with as many Districts of the Association as they choose, but only one (1) District by mutual agreement between District and member, will be maintained in the Association's membership records as their "home" District.

I.F.3. MEMBERS NOT AFFILIATED WITH A DISTRICT

Individuals who do not have the opportunity to affiliate with a Chartered District due to geographic reasons and who meet the qualifications of Professional, Retiree, or Student membership may apply for membership by submitting an application to the Association Headquarters.

I.F.4. TRANSFER OF MEMBERSHIP

Each District shall accept as a member of such District by virtue of their transfer and without fees for the current membership term, any member of the Association who shall request said transfer, provided, however, that such member shall have fulfilled all obligations to their former District and to the Association.

I.F.5. REVOCATION AND APPEAL PROCEDURES

All matters pertaining to the discipline of a member shall be submitted to the Arbitration Committee for consideration. The Arbitration Committee shall consist of six (6) Professional members appointed by the Board of Governors as needed, provided, however, not more than two (2) members of the Arbitration Committee may be a Governor of the Association. The Immediate Past President shall serve as Chair. If, after investigation, the Arbitration Committee determines that disciplinary action against the member may be warranted, then the Committee shall send written notice to the member by certified or registered mail not less than thirty (30) days prior to a meeting of the Committee: (i) setting forth the date, time, and place of the Arbitration Committee's meeting; (ii) informing the member that the Arbitration Committee will consider possible disciplinary action against that member at the meeting and including a statement regarding the basis for the action; and (iii) inviting the member to attend the meeting in person or by representative and to have the benefit of legal counsel; to submit evidence regarding the matter being considered; and to set forth why disciplinary action against that member should not be taken. After such meeting, the Arbitration Committee may take disciplinary action against the member in accordance with paragraph (A) of this Section 5 and upon the approval of two-thirds (2/3) of its members who are entitled to vote. Prompt written notice of any such action shall be sent to the interested member(s). Upon the Arbitration Committee's request and the approval of the Board of Governors, the Association's legal counsel shall act as prosecutor for any disciplinary matter.

Any decision by the Arbitration Committee to revoke a membership may be appealed by that member to the Board of Governors. There shall be no action taken by the Arbitration Committee pending any such appeal. An appeal must be filed by the member within thirty (30) days of the Arbitration Committee's decision to take disciplinary action by submitting a written petition for appeal to the Board. The Chair of the Arbitration Committee or the Chair's designee shall respond to any such petition by presenting an oral or written statement to the Board. The Board shall consider such petition and any statement of the Arbitration Committee and may modify or reverse the Arbitration Committee's decision to revoke membership by a vote of two-thirds (2/3) of the total votes held by all Governors who are entitled to vote. All information considered in disciplinary proceedings, whether or not such proceedings result in disciplinary action, shall be confidential and shall not be subject to publication, discovery, or public dissemination except in accordance with these bylaws or as otherwise may be required by law.

I.G. FOUNDATION

The Master Brewers Association of the Americas Foundation is authorized by the bylaws which specify the purpose, administration, and funding. The Master Brewers Association of the Americas President appoints the Chair, Vice Chair, and a minimum of two (2) voting Foundation Board members. In addition, the Master Brewers Association of the Americas Treasurer and Executive Vice President will hold non-voting seats on the Foundation Board.

II. COMMITTEES

II.A. STANDING COMMITTEES

All Committees and Chairs shall be appointed by the President, except as otherwise provided in the bylaws. Each Committee Chair may hold office for a period of up to three (3) years and shall, upon taking office, appoint, in conjunction with the President, a Co-Chair who also shall serve up to three (3) years. The President may appoint special Committees for such period of time as he or she deems necessary for the proper conduct of the affairs of the Association. Members of each Committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the Association shall be served by such removal.

II.A.1. TECHNICAL COMMITTEE

The Technical Committee shall consist of Chair, Vice Chair, and at least eight (8) Committee members. The Technical Director will serve as ex officio. It is desirable that the Technical Committee Chair have some previous experience serving on the program team. The Technical Committee's charge is to focus not solely on a single year's program, but to develop an environment of continuous content improvement from which the current year's program is a by-product. Although the assistance of other Committees and individual members will be sought by the Committee, it is the Committee's charge to develop the main areas of focus for the program in an effort to generate a program that maintains the highest caliber from Annual Conference to Annual Conference. The Annual Conference must be consistent in focus and quality and be flexible in process so as to be able to adapt to meet the current needs of the members and customers.

II.A.2. EXECUTIVE COMMITTEE

The Executive Committee of the Association shall be a continuing Committee, consisting of the President, First Vice President, Second Vice President, Treasurer, Past President, and Technical Director. The President shall serve as Chair of this Committee. The Executive Committee shall have the responsibility of supervising the administration of policies established by the Board of Governors. It shall have the authority of setting guidelines for the implementation of Board of Governors' policies by the Executive Vice President. It shall meet as often as necessary between regular Board of Governors meetings to carry out the functions delegated to it by the Board. The Executive Committee shall not have the authority to establish broad policies for the Association. Action by the Committee is subject to review and ratification by the Board of Governors.

II.A.3. FINANCE COMMITTEE

The Finance Committee of the Association shall be a continuing Committee, consisting of at least three (3) members of the Association to include the following; the Treasurer, First and Second Vice Presidents, and a member(s) appointed by the Board of Governors, for a three year period. The Treasurer will chair the committee. The Executive Vice President is an ex officio member of the Committee without voting privileges. The Finance Committee shall meet and review a preliminary financial report of the Association as prepared by the Executive Vice President. Based upon this report, the Committee shall consider the budget as proposed by the Treasurer and Executive Vice President and make suitable recommendations to the Board of Governors. Upon completion of the annual audit, the Committee shall inspect the books of the Association, review the audit, and submit a written report thereon to the Board of Governors. The Treasurer will review the annual budget for compliance on a monthly basis. The Annual Budget will be prepared by Headquarters, presented to the Finance and Executive Committees for review, and revisions will be made as directed. The budget will be presented for approval by the Finance Committee to the Board of Governors at its fall meeting. At the Annual Conference the Finance Committee will also report the status of the Association's financial reserves, oversee compliance with the Reserve Investment Policy, and make recommendations to the changes of said policy as appropriate.

II.A.4. NOMINATING COMMITTEE

The Nominating Committee shall consist of at least five (5) members who are members of the Board of Governors and/or Committee Chairs, including the Immediate Past President as Chair for a one-year appointment. Member appointments are staggered for four-year terms, so that one person comes on and one person rotates off each year. The Nominating Committee shall determine, investigate, and present a slate of

officers to the Board of Governors. In addition, the committee will review award nominations and recommend awardees for the Award of Honor, Award of Merit, Distinguished Life Service, and Honorary Life Membership.

II.A.5. SCHOLARSHIP COMMITTEE

This Committee has the responsibility of reviewing all Foundation scholarships for funding support and selecting awardees. The Committee shall consist of a Chair and at least eight (8) Committee members. Appointments are for three (3)-year terms and are staggered so that two (2) or three (3) members rotate off annually. The Treasurer will serve as ex officio. The Chair will provide evaluation guidelines to the committee members so that applications can be evaluated in a fair and equitable manner. Under the guidance of the Chair of the Committee, Committee members will deliberate and agree on a list of awardees. The Chair will report the list of awardees to the Foundation Board. The Scholarship Committee Chair will serve as a non-voting member on the Foundation Board.

II.A.6. BYLAWS COMMITTEE

This Committee's charge is to conduct semiannual reviews of the bylaws and present recommendations to the Executive Committee. The Committee shall consist of a Chair, the First Vice President, and two (2) Committee members, each serving staggered three (3)-year terms.

II.A.7. EDITORIAL AND PUBLICATIONS COMMITTEE

This Committee's charge is to review articles submitted to the *Technical Quarterly* and manuscripts submitted for book projects. The Committee shall consist of a Chair, the Technical Director, and at least eight (8) Committee members, each serving staggered three (3)-year terms.

II.A.8. WEBSITE TECHNICAL COMMITTEE

The charge of the Committee is to review and comment on contributions made for website informational content (i.e., Brewpedia, Ask the BrewMaster, and Tech Tips features). The Committee shall consist of a Chair, Technical Director, and five (5) Committee members, serving staggered three (3)-year terms.

II.A.9. EDUCATION COMMITTEE

This Committee's charge is to develop, review, and assist with educational offerings, including workshops, short courses, and pre-Annual Conference courses. The Committee shall consist of a Chair, the Technical Director, and at least five (5) Committee members, serving staggered three (3)-year terms.

II.A.10. HERITAGE COMMITTEE

The Heritage Committee's charge is to identify, compile, and disseminate historical Association and District information. The Committee shall consist of a Chair, the Past President, and five (5) Committee members, serving staggered three (3)-year terms.

II.A.12. STEERING COMMITTEE

The purpose of the ASBC-MASTER BREWERS Collaborative Steering Committee is to jointly address the synergies of both organizations and outline the strategies to strengthen the collaborative efforts of both the ASBC and MASTER BREWERS for the future. The Committee shall consist of the current MASTER BREWERS President and First Vice President and the ASBC President and President-Elect.

II.A.13. FOOD SAFETY COMMITTEE

This Committee's charge is to review current issues related to food safety regulatory activities and to interface and coordinate with other brewing related organizations to address these issues. The Committee also will maintain and update the MASTER BREWERS website HACCP program. The Committee includes a Chair and at least six (6) Committee members, serving staggered three (3)-year terms. The Second Vice President serves as ex officio.

III. PUBLICATIONS

III.A. *Technical Quarterly*

The Association shall publish a scientific quarterly journal known as *Technical Quarterly*, under the jurisdiction

of the Board of Governors, operating under the following policies.

III.A.1. PUBLICATION POLICY

The name of this publication shall be *Technical Quarterly*. There shall be four issues per year. The objective is to provide members of the Association and others with scientific knowledge of brewing, malting, and related materials, and technical applications thereof, by publication of contributions.

III.B. BOOK AND OTHER PUBLICATIONS

The Association shall publish in book form or other media as appropriate information and materials of interest to its members and other related brewing technology professionals. These publications shall be produced on a self-supporting basis within financial guidelines established by the Board of Governors.

IV. MEETINGS OF THE ASSOCIATION (i.e., THE MEMBERSHIP)

IV.A. GENERAL POLICIES

Meetings will be held for the general purpose of advancing and encouraging technical research, overall education, and facilitating such activities by the exchange of information related to brewing, malting, and related areas. Meetings also may serve as an opportunity for conducting business of the Association. All business meetings of the Association shall be conducted according to *Robert's Rules of Order*, latest revision, when not inconsistent with the bylaws of the Association. Whenever there is a dispute as to the terms of *Robert's Rules of Order*, the preceding official of the meeting shall make a determination, and their adjudication shall be effective immediately.

IV.B. ANNUAL CONFERENCE

IV.B.1 TIME AND PLACE

The Board of Governors shall fix the time and place for the Annual Conferences of the Association upon recommendation of the Executive Vice President. Annual Conferences may be held in any geographical location. It is the responsibility of the Executive Vice President to select and contract with appropriate hotel and/or convention centers and make other preliminary arrangements with regard to physical facilities as might be necessary.

IV.B.2. LOGISTICS

The Executive Vice President and his/her staff are responsible for the arrangements necessary to conduct a successful Annual Conference. Such responsibilities include, but are not limited to, site and hotel selection, budgeting, assistance with the technical program, meeting room(s) allocation, exhibit sales and arrangements, preparation of awards, special events, and any activity occurring at the Conference site that is the responsibility of Master Brewers Association of the Americas.

IV.C. OTHER ASSOCIATION MEETINGS

In addition to the Annual Conference, the Association may hold other meetings, national, regional, or local. In addition to these meetings, the Association may hold short courses, seminars, workshops, and clinics.

V. RELATIONS WITH OTHER ORGANIZATIONS

V.A. POLICY GUIDELINES

In all proposed cooperative activities with international organizations, the key guiding principle will be "is it in the best interest of Master Brewers Association of the Americas."

Jointly sponsored technical meetings/symposia/programs will be encouraged when they clearly advance the mission of the Association. Cooperating organizations will be encouraged to propose jointly sponsored activities, which may be held internationally as well as in the United States. Organizations will be invited, when appropriate, to participate in Master Brewers Association of the Americas' Annual Conference program.

Jointly sponsored technical publications will be encouraged when they clearly advance the mission of the Association. Cooperating organizations may be invited to publish an occasional column and articles in the *Technical Quarterly*. Master Brewers Association of the Americas will expect to publish similar kinds of information in the cooperating organization's publications. For both organizations, information may be technical in nature or informational about the organization and its activities.

All proposed cooperative activities involving commitment of significant resources will be brought before the Master Brewers Association of the Americas Board of Governors for consideration and action.

V.B. USE OF MASTER BREWERS ASSOCIATION OF THE AMERICAS NAME AND/OR LOGO

Any product, program, or service that bears the Master Brewers Association of the Americas name or logo must meet the high quality standards of the Association. Permission to use the Master Brewers Association of the Americas name or logo will not be granted for use by other organizations or individuals without the approval of the Board of Governors. Use will be granted only when there is direct participation in the event by Master Brewers Association of the Americas staff or members and when those involved are satisfied that the event will meet those standards.

VI. DISSOLUTION OF A MASTER BREWERS DISTRICT

The following is intended as a general guide for the process involved in the potential dissolution of a District of the Master Brewers Association of the Americas ("Master Brewers"). Its purpose is to establish a procedure for communications and coordinated actions as between the Master Brewers and the applicable District, with the goal of continuing the District under new leadership when possible, and when not, providing for an orderly dissolution of the District in compliance with legal requirements.

Each District located in the United States is a separate and legally distinct Minnesota nonprofit corporation and organization described in Section 501(c)(3) of the Internal Revenue Code. As such, the dissolution process of a District will be governed by Minnesota law and rules applicable to 501(c)(3) organizations. For any unique issues related to the District's assets, liabilities, or with any questions on the dissolution process, Master Brewers and the District should consult with legal counsel.

Districts located outside of the United States are entities governed by foreign law and are not U.S. organizations.

This document describes the process of dissolution for Districts located in the United States (each, a "U.S. District") and Districts located outside of the United States (each, a "Foreign District").

VI.A. VOLUNTARY DISSOLUTIONS

VI.A.1. Process for a U.S. District that wants to Voluntarily Dissolve

- District Officers must alert Master Brewers of their intent to dissolve.
- District Officers must alert their membership of the intent to dissolve. Provide opportunity for new leadership to come forward by a certain date with reasonable notice.
- A District should stop receiving member dues or accepting new members at the time that they are reasonably certain that they will pursue dissolution.

a. If no new leadership comes forward, the District will pursue dissolution as follows:

- Obtaining resolutions (by the "District Officers" of said district, which serves as the board of directors under state law) approving wind-down, distribution of assets, and dissolution of the District

- Identifying any known liabilities of the District and paying them
- Filing a Notice of Intent to Dissolve with the MN Secretary of State (SOS)
- Communicating to District members that they may transfer their district membership to another Master Brewers District of their choosing
- The step of publishing notice to creditors of the dissolution and waiting for a 90-day period to allow any creditors to come forward—this approach has the benefit of barring any claims against the district that may arise after that 90-day period
- Filing a Notice of Intent to Dissolve with the MN Attorney General and waiting for a 45-day waiting period for the AG to ask any questions before distributing the District’s assets
- Communicating to the membership that this District is dissolving
- Distributing the District’s assets to creditors and the final balance, after payment of any legal and accounting fees related to dissolution, to Master Brewers
- Filing final Articles of Dissolution with the MN SOS, which effects legal dissolution of the entity
- Working with the District’s accountants and Master Brewers to file its final IRS Form 990 tax filing

b. If new leadership comes forward, the following will occur:

- Current District Officers will communicate to district membership new leadership has been identified and the District will continue
- An election will be held and members of the District will be asked to elect the new District Officers
- Onboarding of new officers and continuation of business

VI.A.2. Process for a Foreign District that wants to Dissolve

- The dissolution process would be governed by the local law of the country/jurisdiction in which the district is organized. First need to obtain copies of their governing documents and work with legal team to determine necessary steps.

VI.B. DISSOLUTION BY MASTER BREWERS

VI.B.1. Criteria to be Considered by Master Brewers when Dissolving a District

The Master Brewers Bylaws permit the Board of Governors to effect the dissolution of a District for failing to meet certain standards, as described more fully in the Bylaws. This Section is intended to help inform the Board of Governors’ consideration of such an action.

VI.B.2. Criteria to identify an inactive district making unsatisfactory progress

Districts meeting one or more of the following criteria should be discussed by the Master Brewers Board of Governors for consideration as to whether further action or dissolution is appropriate:

- No appropriate activity is observed on the part of the District (lack of an annual meeting or technical meeting)
- Non-attendance from the District representative at Board of Governors Meeting for two sequential meetings
- District correspondence has not been sent to its members in the past year
- There has been no recent successful contact over a 6-month period between Master Brewers staff and District Officers
- District has not submitted documentation to the Master Brewers for mandatory requirements (annual report, tax filings, etc.)

- If any of the required District Officers are not current Master Brewers members or if one of the required District Officers (President, Treasurer, or Board of Governors Representative) is not in place for a year
- The failure of any District to pay for its own General Liability and D&O (Directors and Officers) Liability insurance and otherwise comply with the Master Brewers' insurance requirements

VI.B.3. Process to Dissolve a District without Activity

- Master Brewers staff will regularly monitor performance of Districts and creates a list of underperformers based on the list of criteria developed of what constitutes inactivity.
- One week prior to the Spring Master Brewers Board of Governors meeting, the Master Brewers will communicate with District Officers of underperforming Districts the Master Brewers' intent to identify their District for possible dissolution during the upcoming Board of Governors meeting.
- At the Spring Master Brewers Board of Governors meeting, the Master Brewers will provide to the Board a list of underperforming Districts to potentially dissolve.
- The District must stop collecting member dues or accepting new members to the District during dissolution discussions.

Master Brewers staff will send communications to the underperforming District members of the possibility of disbanding due to inactivity (list specifics). Provide opportunity for new leadership to come forward by a certain date with reasonable notice.

c. If no new leadership comes forward for a U.S. District, the District will pursue dissolution as follows:

- During the Fall Master Brewers Board of Governors meeting, the Board will vote on whether to approve winding-down, distribution of assets, and dissolution of the underperforming District
- If the Board approves dissolution, the Master Brewers will communicate to District members that their District will be dissolved and they may transfer their district membership to another Master Brewers District of their choosing
- Identifying any known liabilities and paying them
- Filing a Notice of Intent to Dissolve with the MN Secretary of State (SOS)
- The step of publishing notice to creditors of the dissolution and waiting for a 90-day period to allow any creditors to come forward—this approach has the benefit of barring any claims against the District that may arise after that 90-day period
- Filing a Notice of Intent to Dissolve with the MN Attorney General and waiting for a 45-day waiting period for the AG to ask any questions before distributing the District's assets
- Distributing the District's assets to creditors and the final balance, after payment of any legal and accounting fees related to dissolution, to Master Brewers
- Filing final Articles of Dissolution with the MN SOS, which effects legal dissolution of the entity
- Working with the District's accountants and Master Brewers to file its final IRS Form 990 tax filing

d. If no new leadership comes forward for a Foreign District, the District will pursue dissolution as follows:

- During the Fall Master Brewers Board of Governors meeting, the Board will vote on whether to approve winding-down, distribution of assets, and dissolution of the underperforming District
- If the Board approves dissolution, the Master Brewers will communicate to District members that their District will be dissolved and they may transfer their district membership to another Master Brewers District of their choosing
- The dissolution process would be governed by the local law of the country/jurisdiction in which the District is organized. First need to obtain copies of their governing documents and work with legal team to determine necessary steps.

e. If new leadership comes forward for either a U.S. District or Foreign District:

- Communicate to District membership new leadership has been identified and the District will continue
- An election will be held and members of the District will be asked to elect the new District Officers
- Onboarding of new officers and continuation of business